

MARVEL

ULTIMATE SPIDER-MAN®

VOL
22



ULTIMATUM

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ULTIMATE SPIDER-MAN



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ULTIMATUM

ULTIMATE SPIDER-MAN



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PREVIOUSLY

The bite of a **GENETICALLY ALTERED** spider granted high school student Peter Parker incredible, arachnid-like powers: strength, agility, a spider-like sixth sense warning him of personal danger, and most amazing of all — Peter can walk on walls. When a burglar killed his beloved Uncle, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the Daily Bugle tabloid, and swing time as the misunderstood, web-slinging Spider-Man.

Peter and his girlfriend Mary Jane Watson haven't had an easy go of it recently. Between symbiotes, mercenaries, clones, and a certain X-Man named Kitty Pryde (Peter's ex-girlfriend who now goes to school with them!), the two have had their fair share of drama, romantic and otherwise. But while Peter and MJ know they love each other, are they ready to go to the next level?

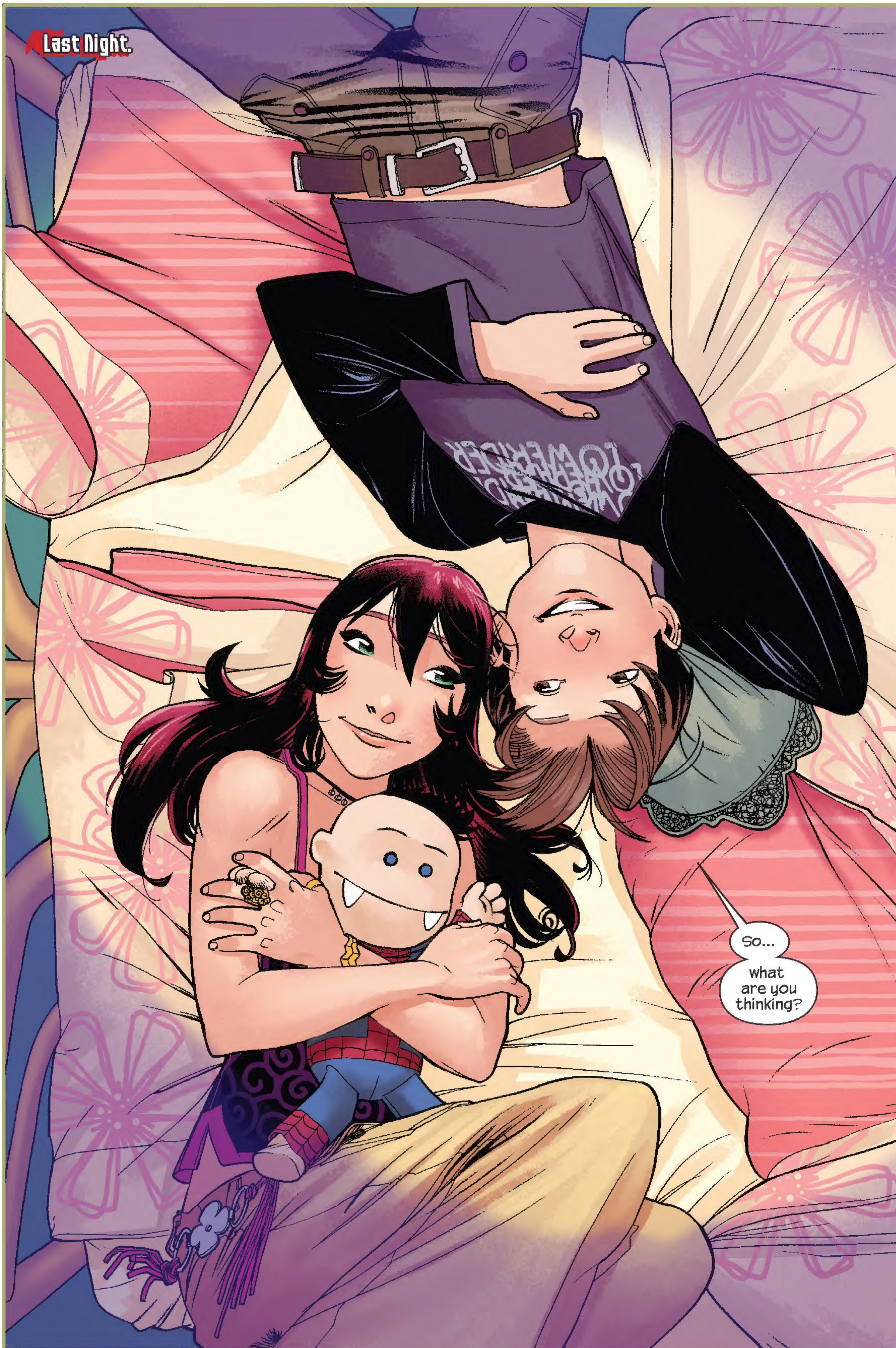


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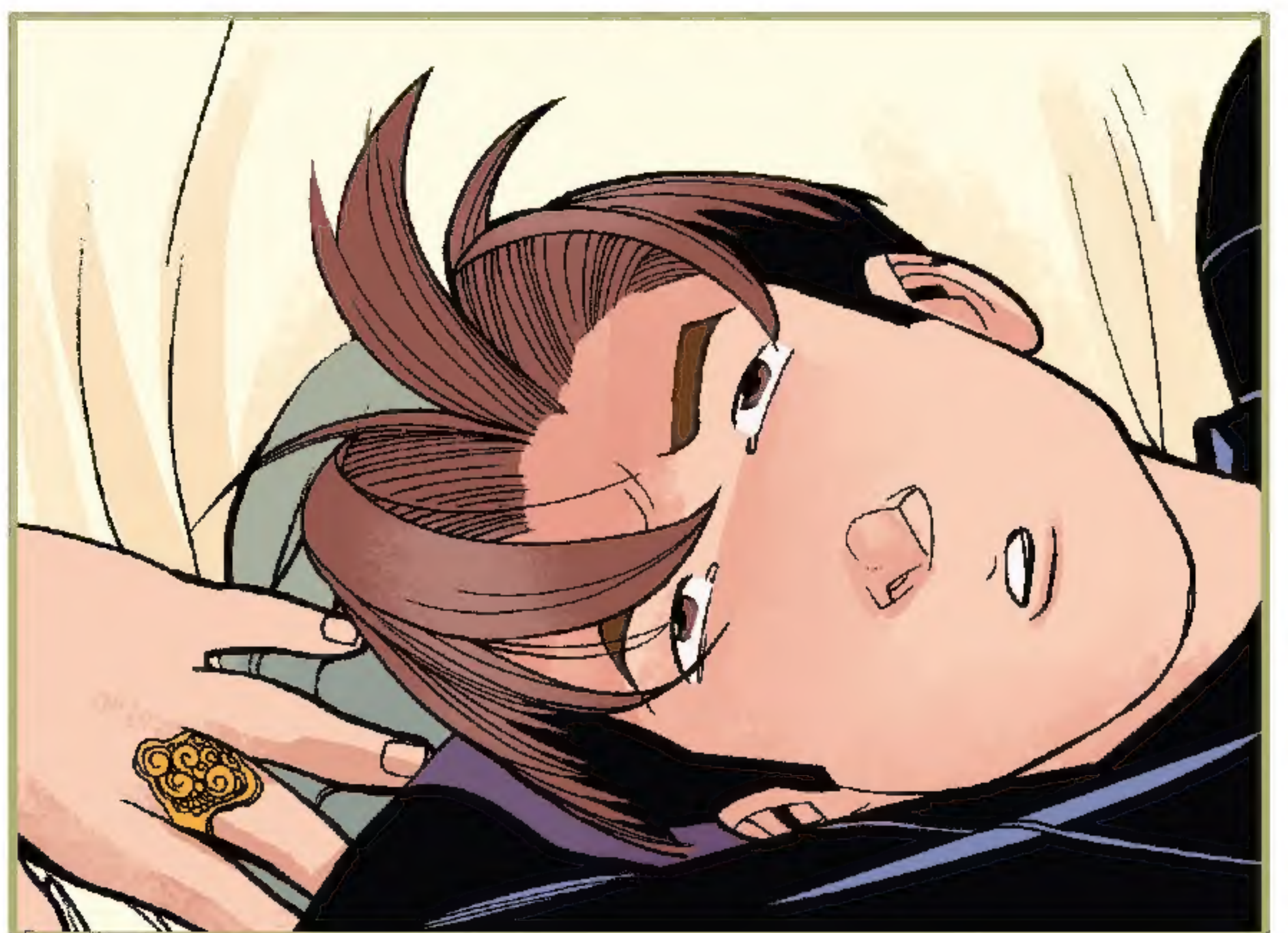
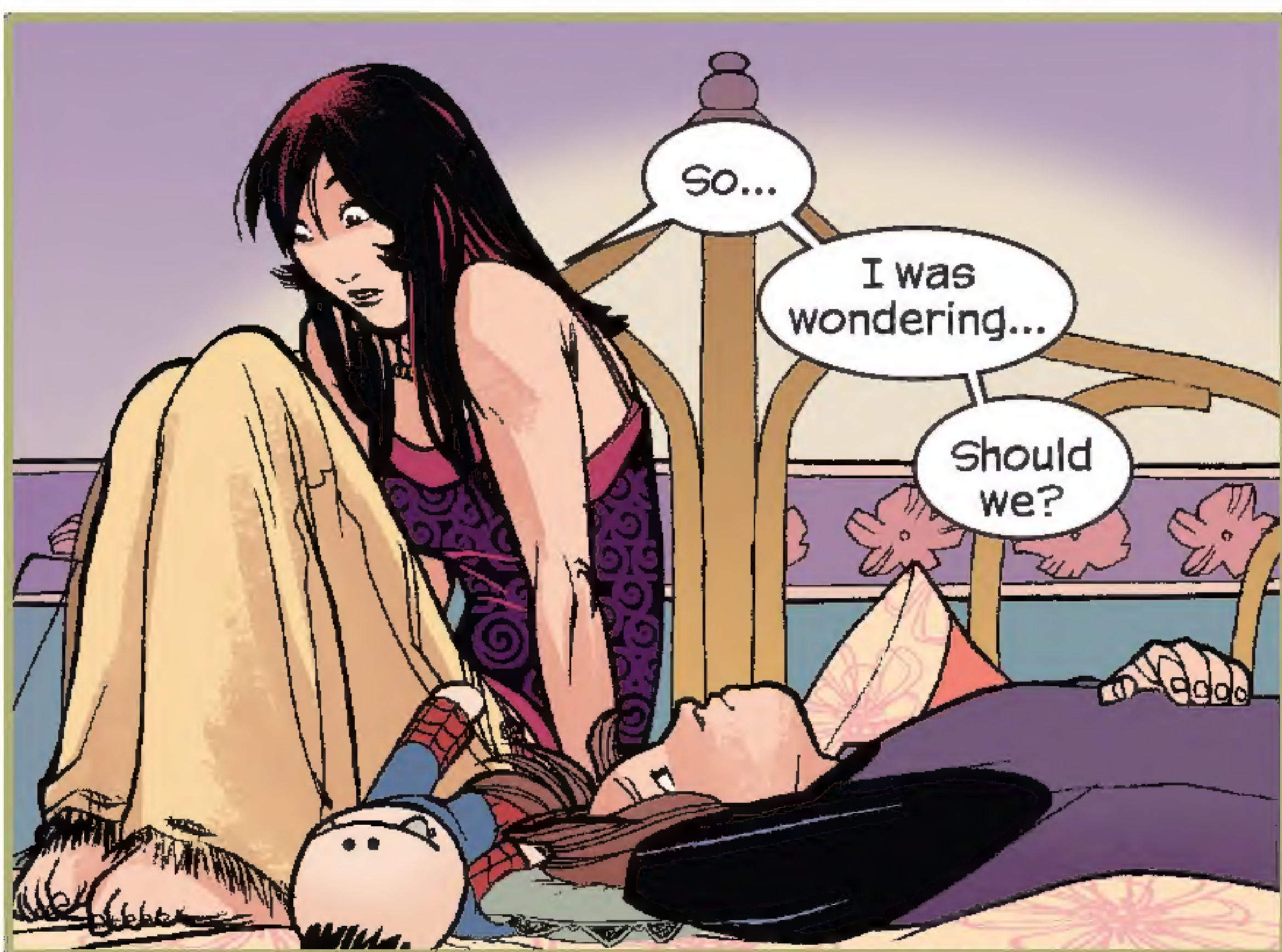
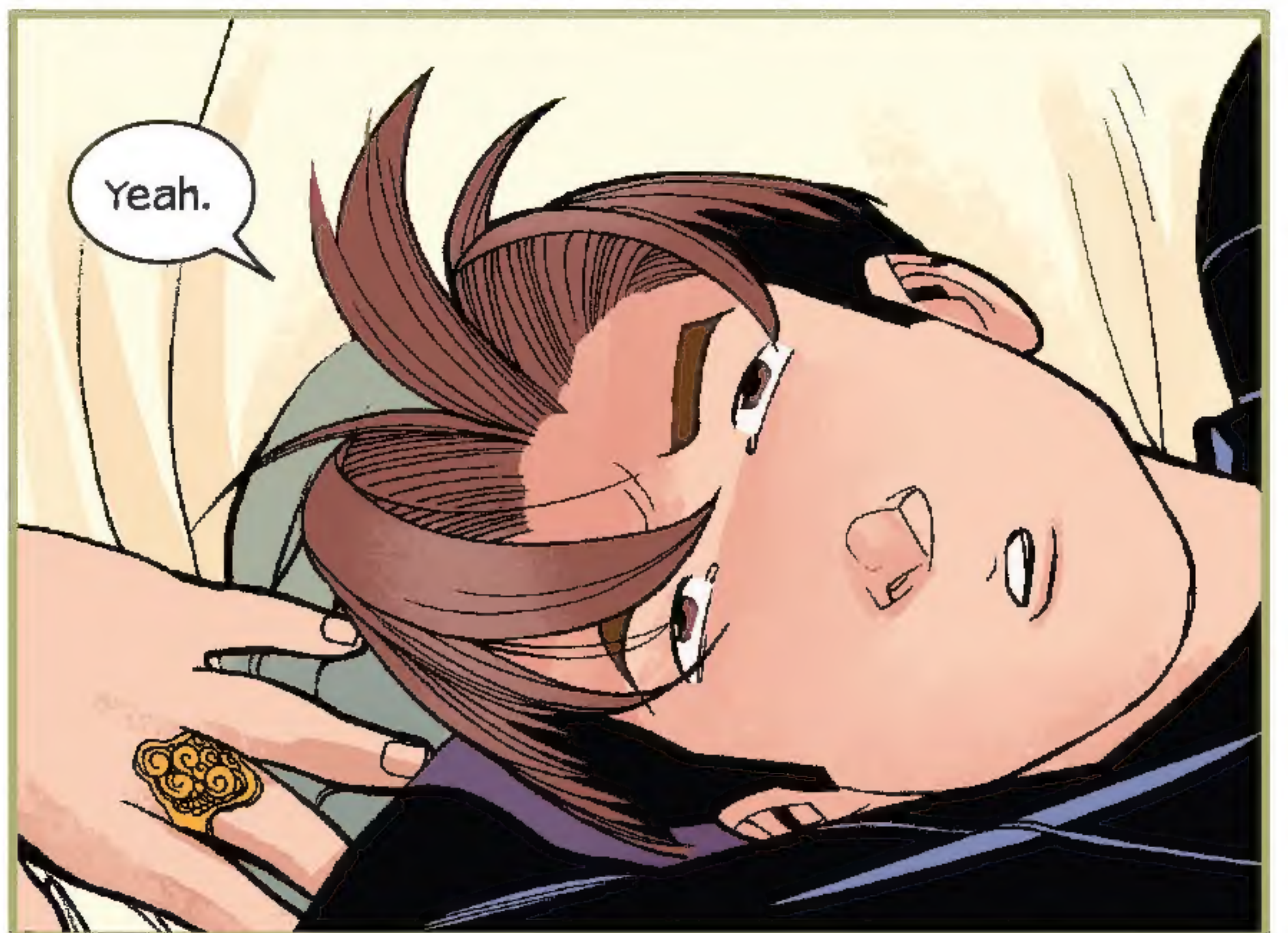
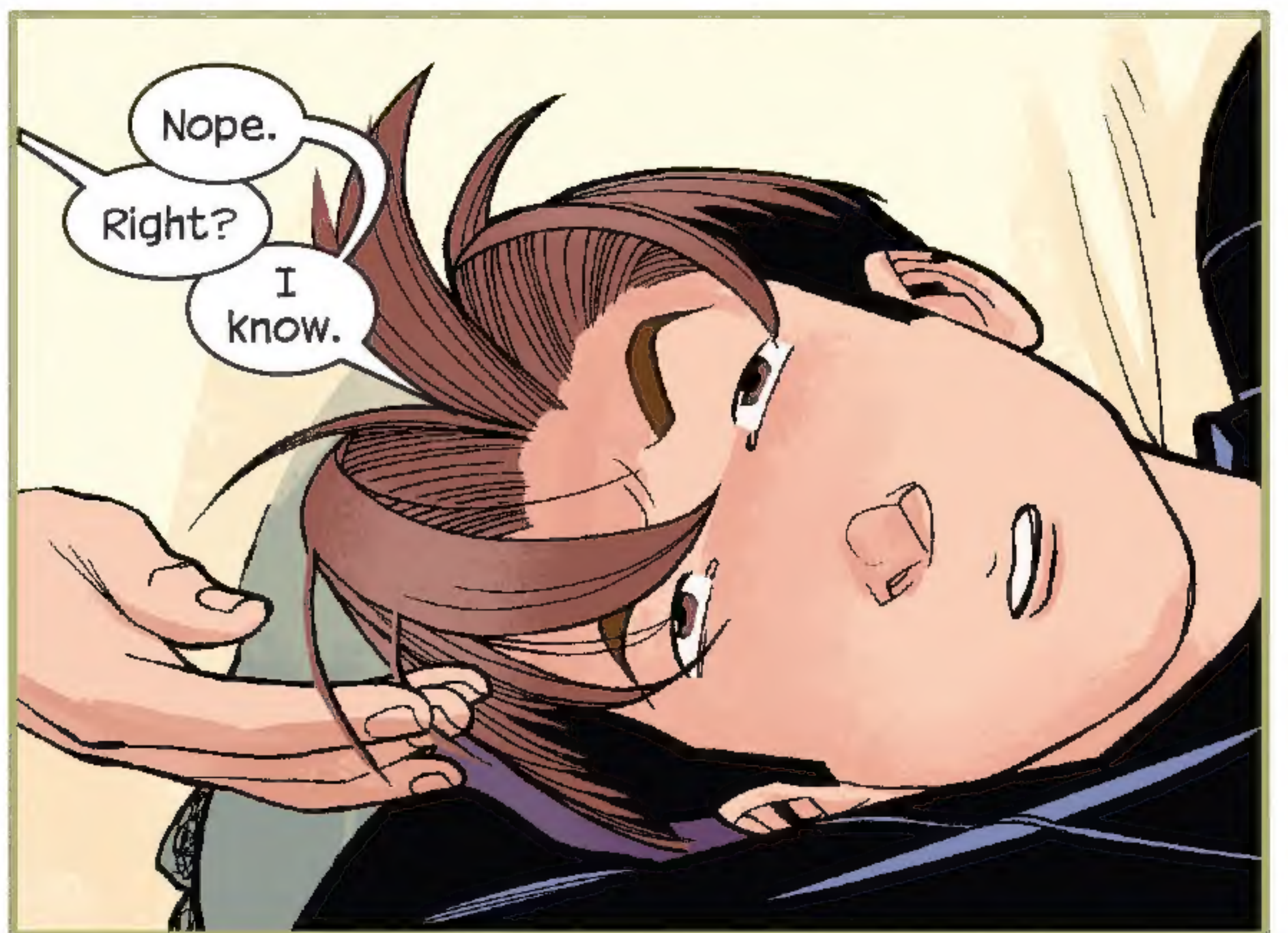
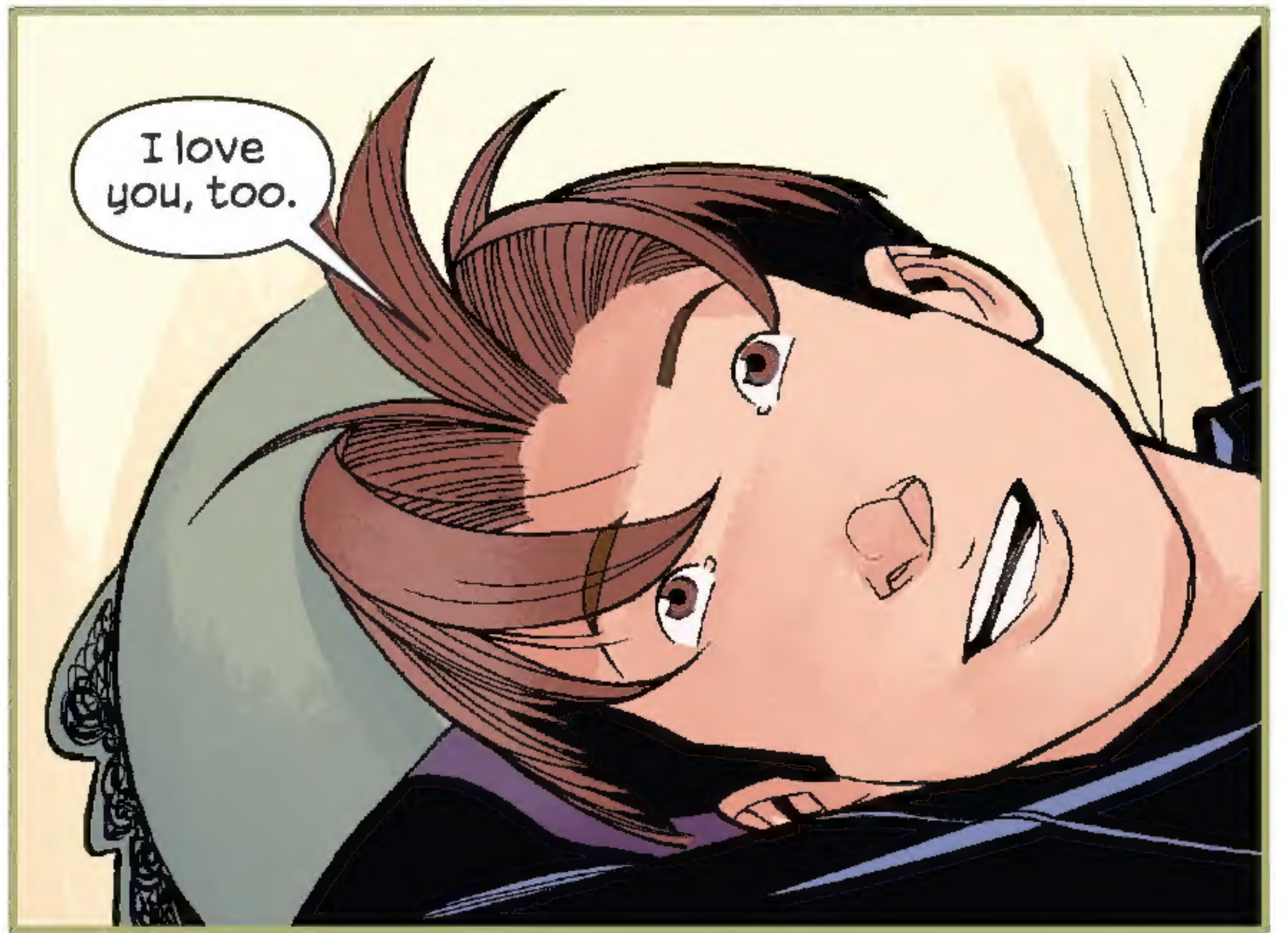
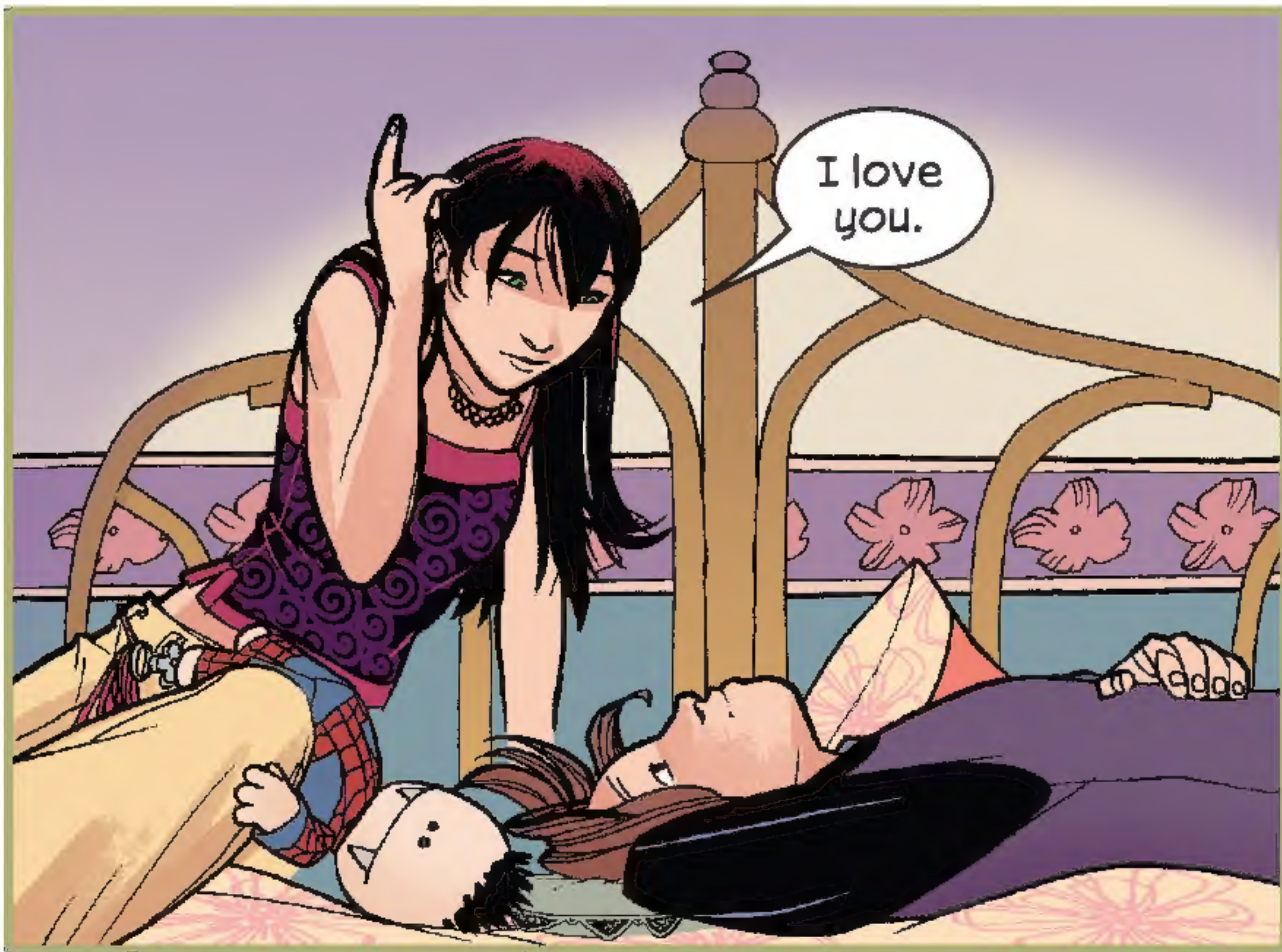


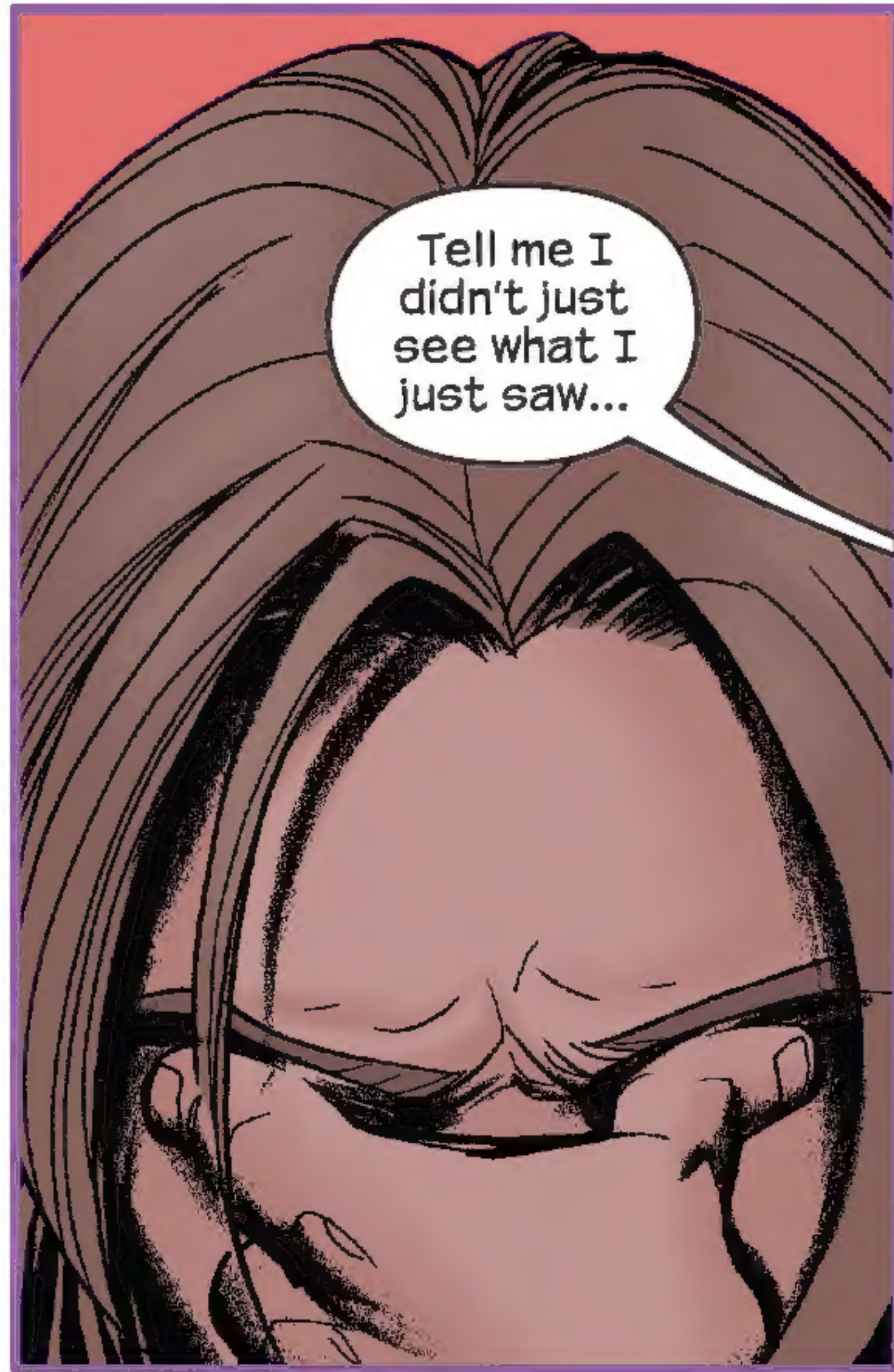
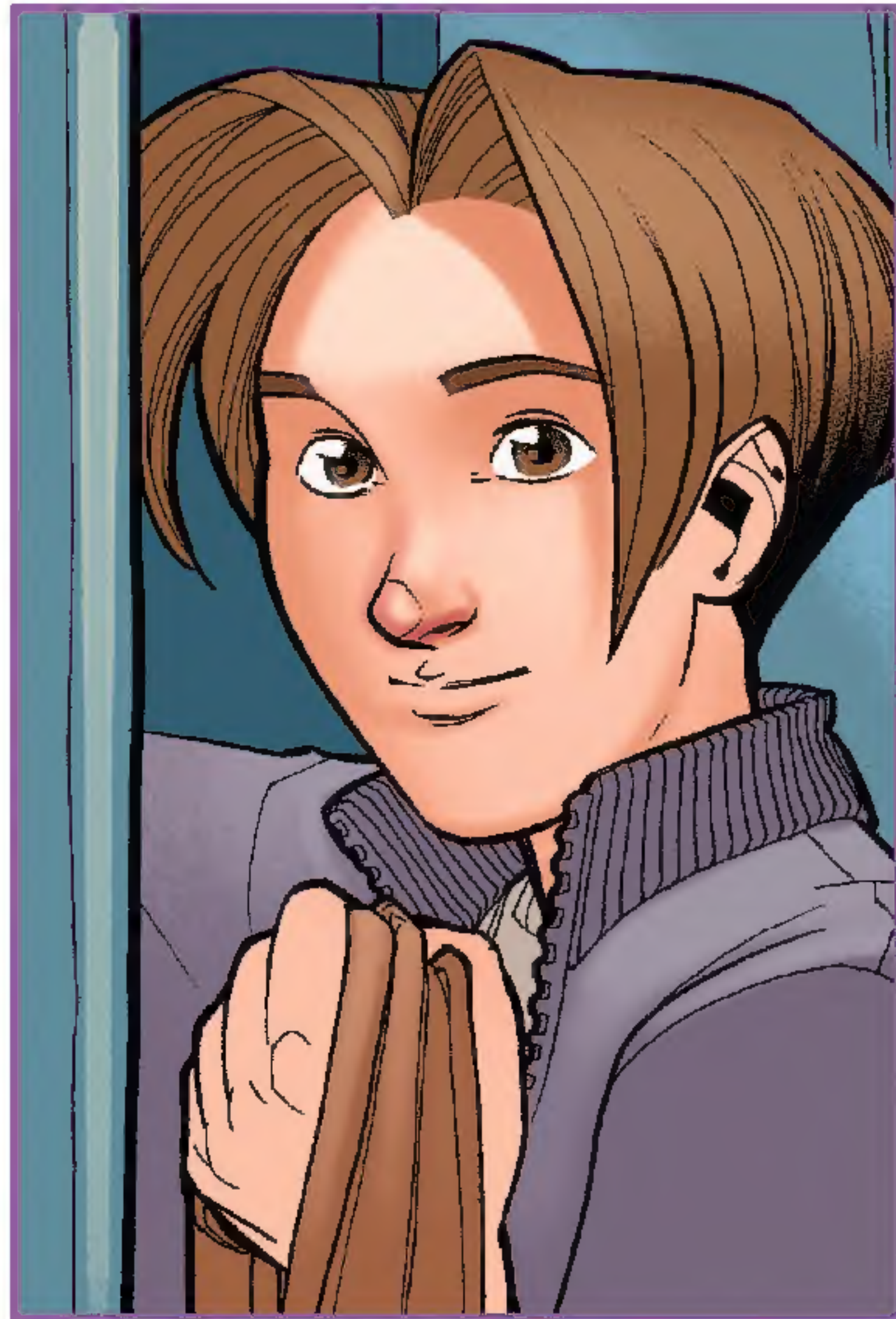
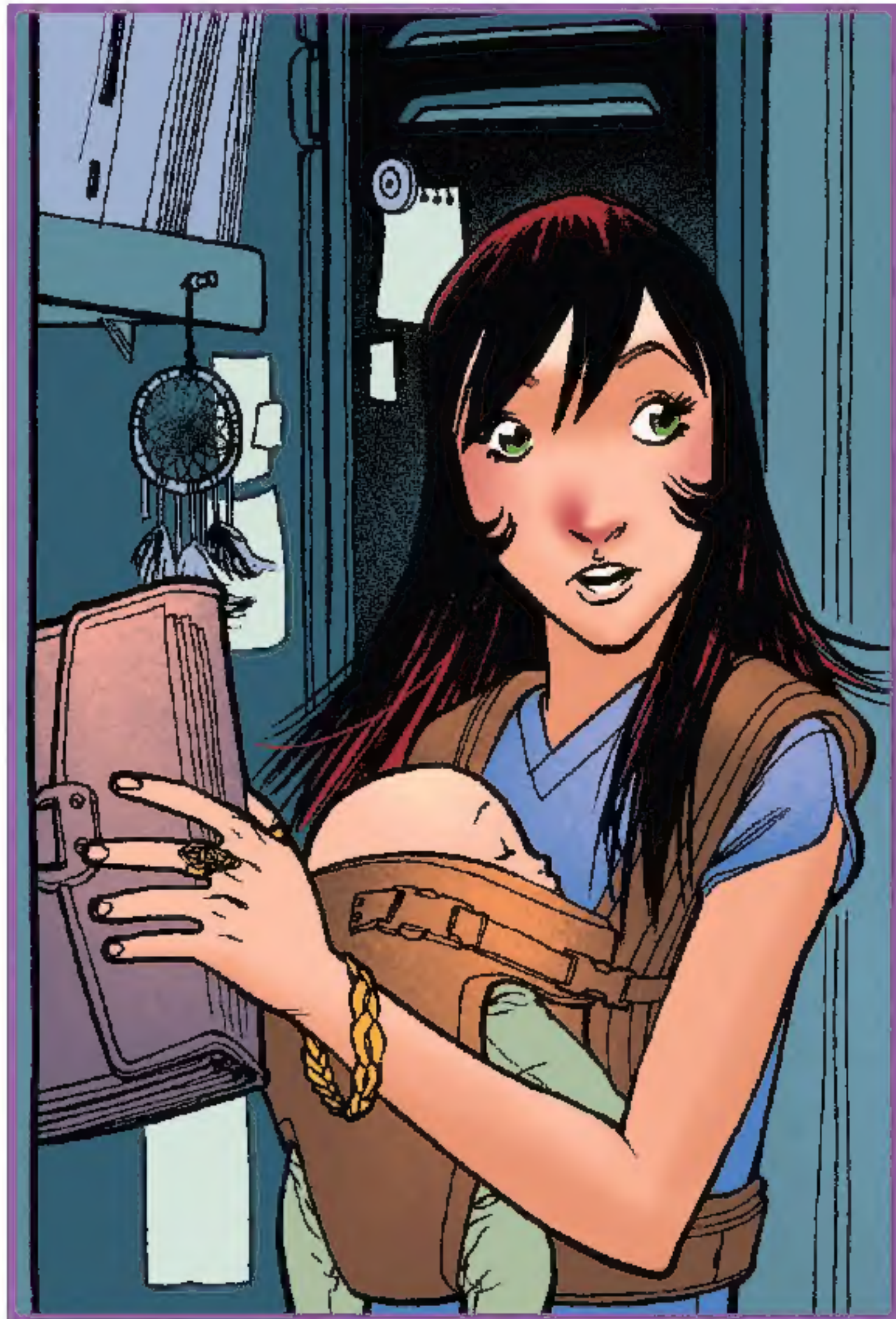
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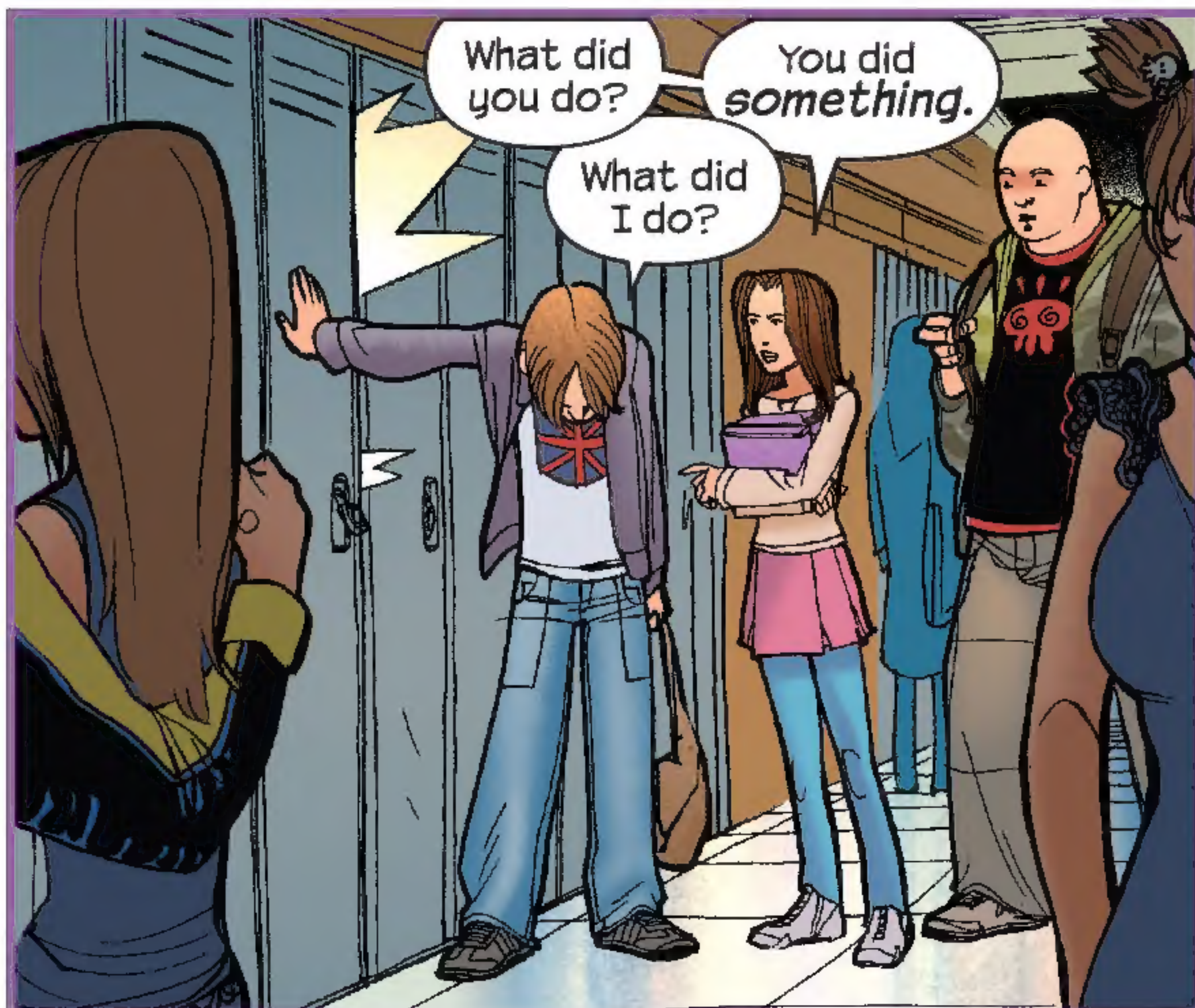
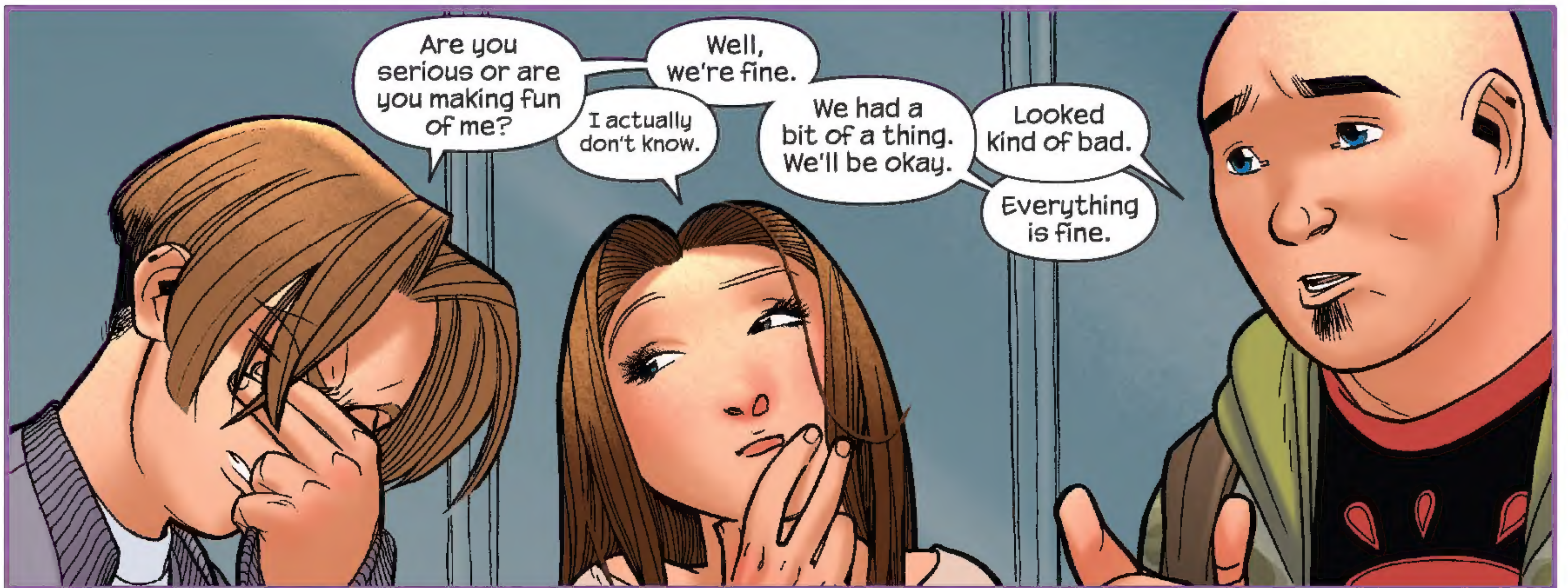
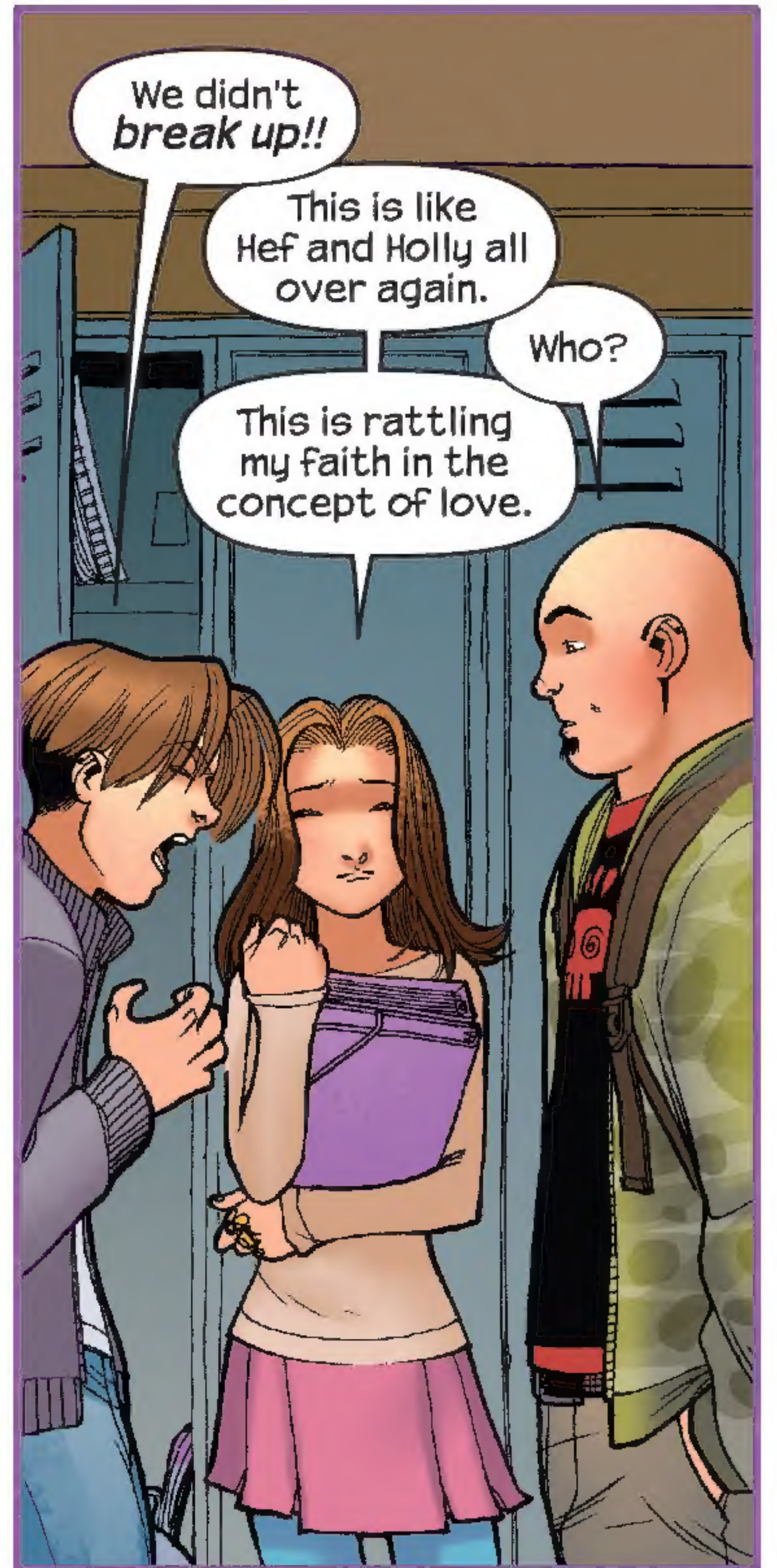
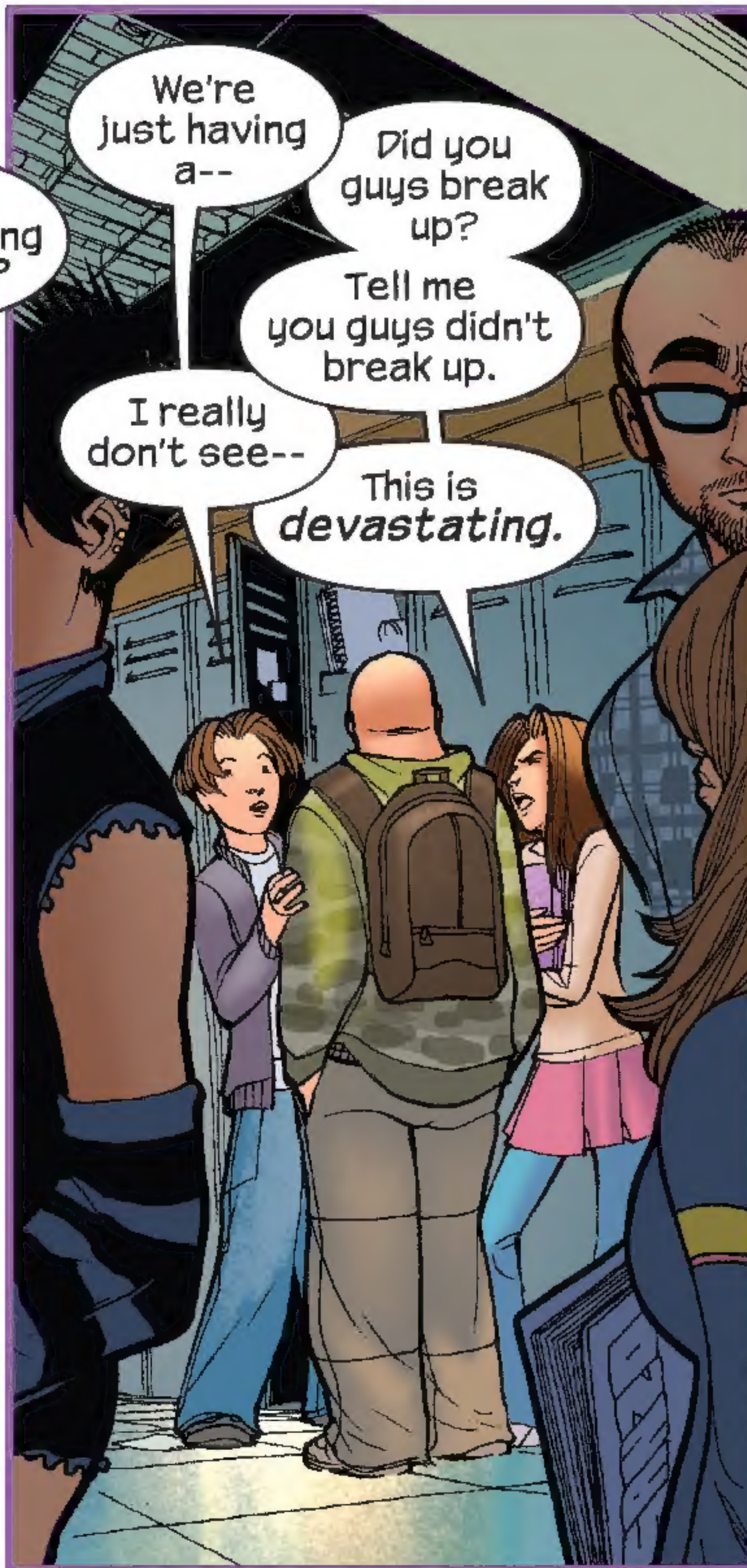
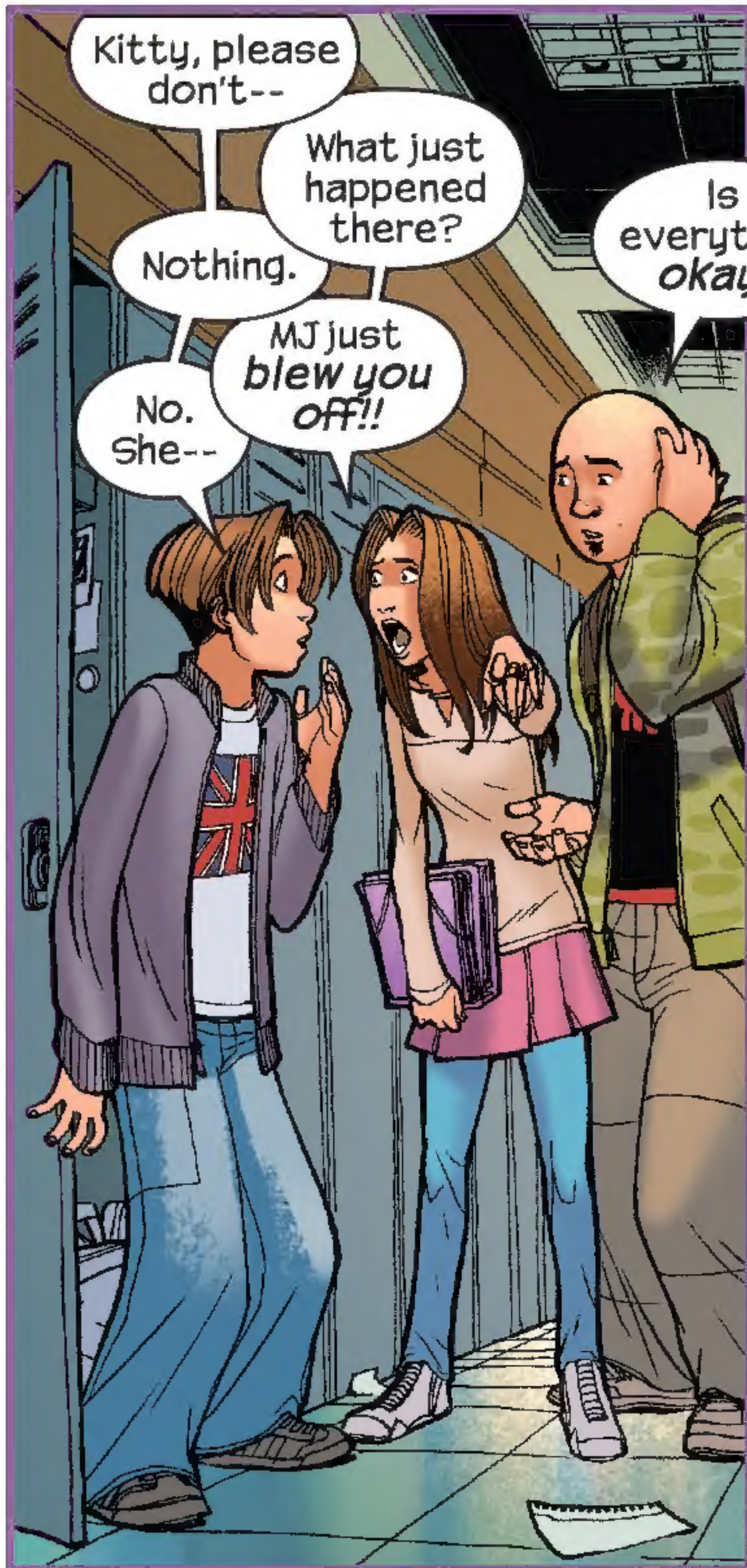
Last Night.



So...
what
are you
thinking?







A dynamic comic book illustration showing Spider-Man in mid-air, having just saved Mary Jane Watson from a car crash. Mary Jane is lying on the ground, her body angled away from the viewer, wearing her signature red and black dress. A dark green classic car is in the foreground, its front end crumpled and its headlights on. A police car with flashing red lights is visible in the background. Spider-Man is suspended in the air above the car, having just released his web. A speech bubble from Spider-Man says, "Thank you." The scene is set in a city street with buildings and a bridge in the background.

Big cop car chase right in the middle of the city.

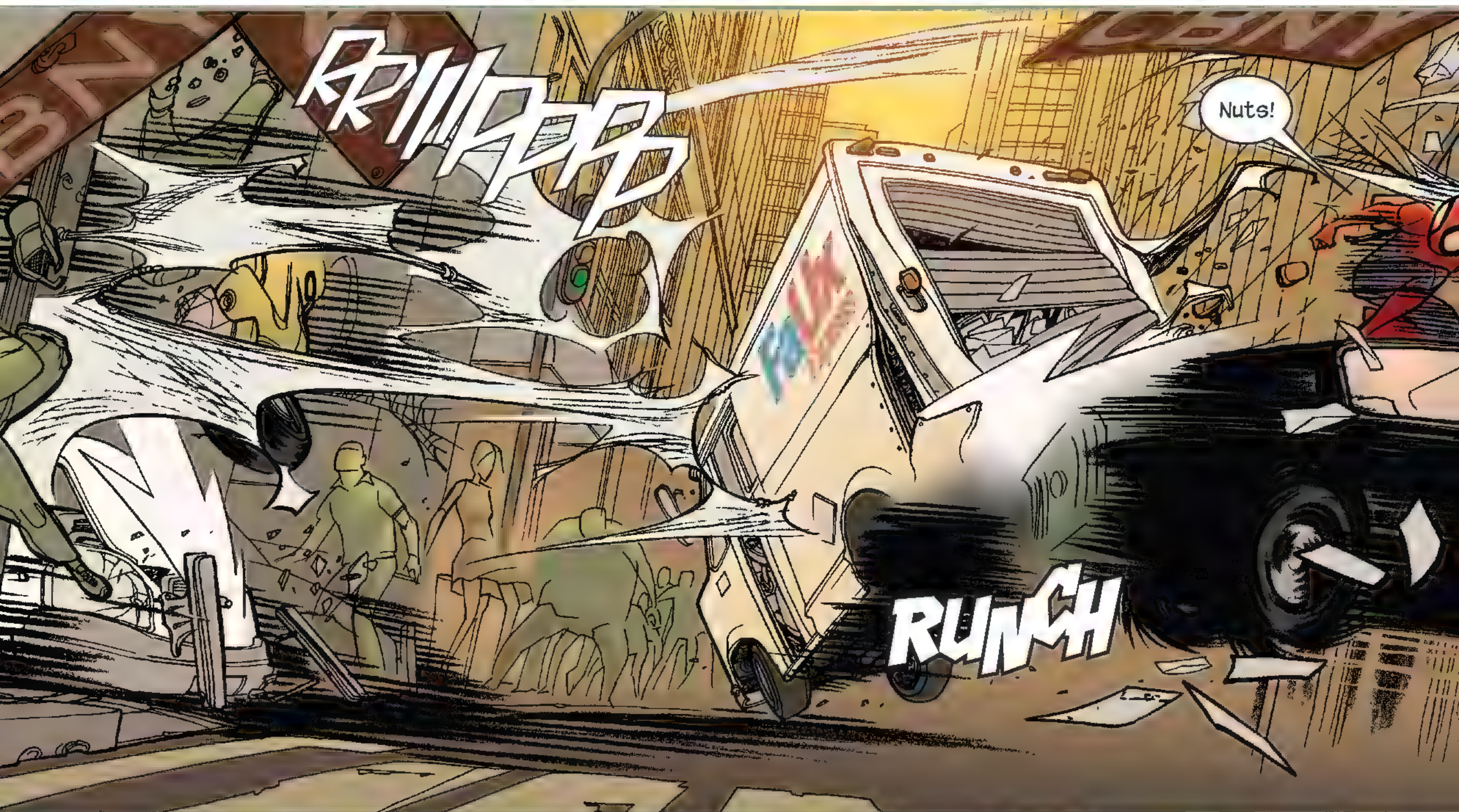
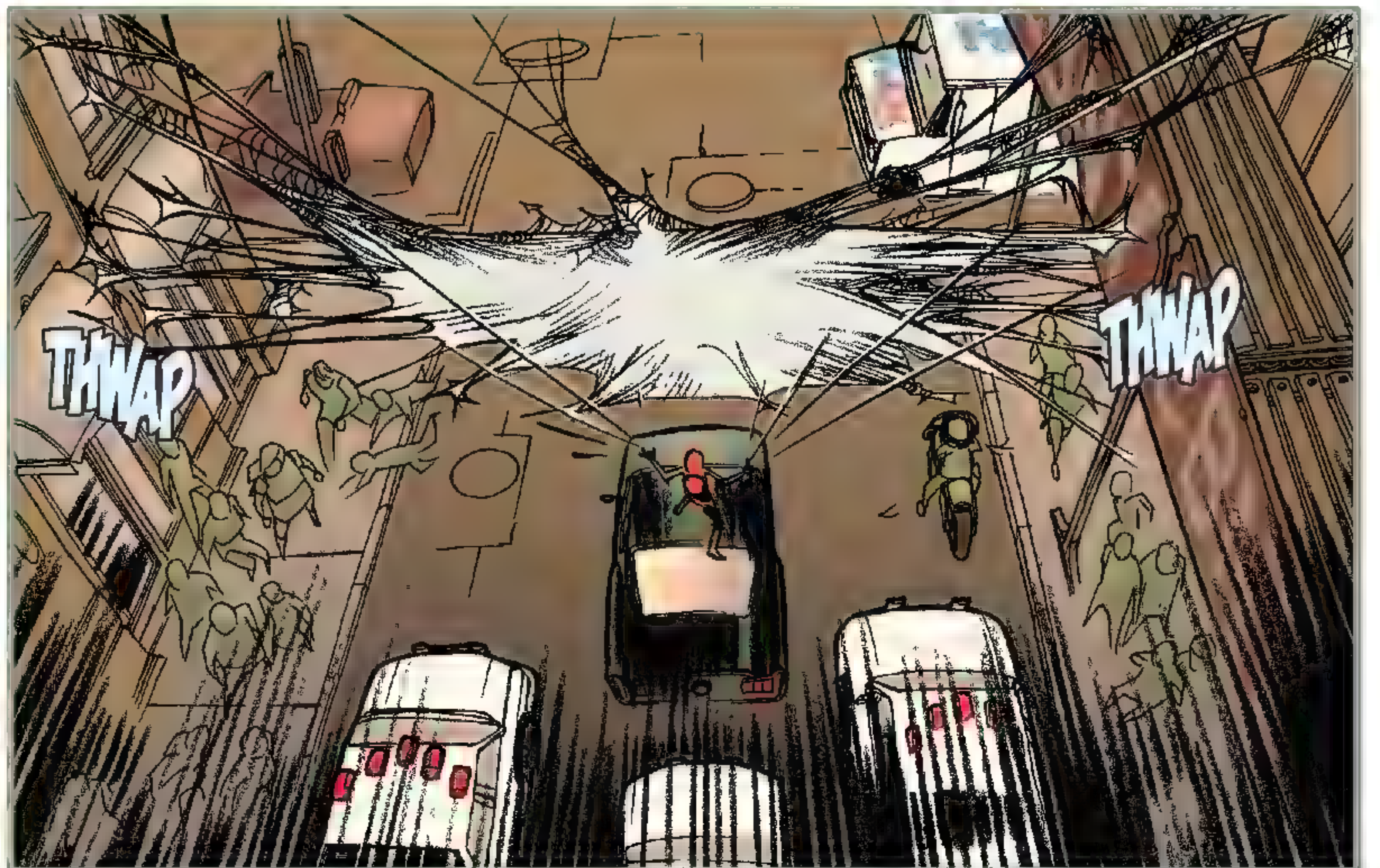
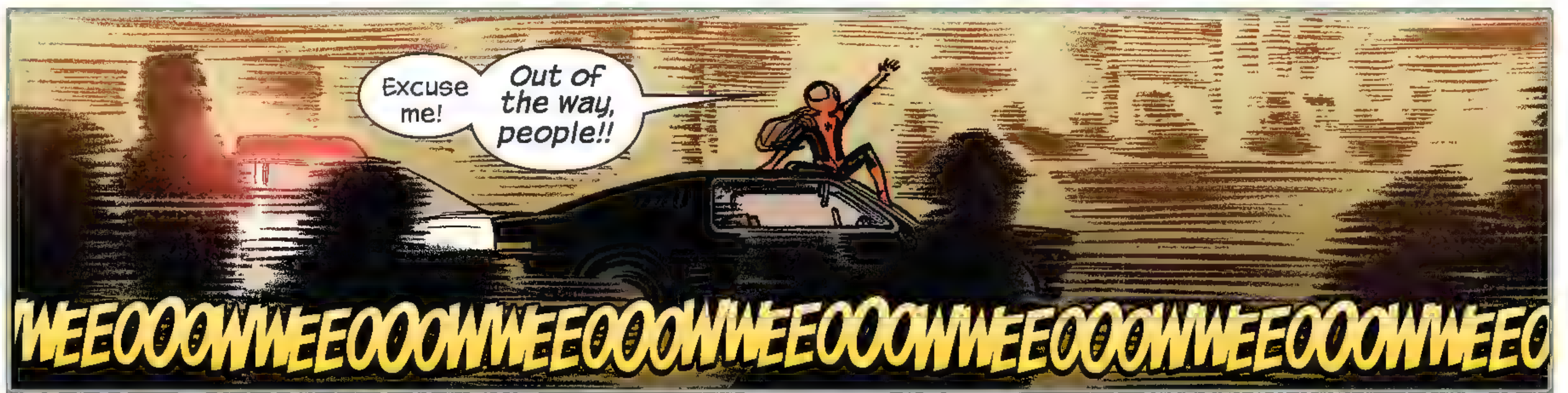
Not the most dazzling need of my spider powers, but what the hey...

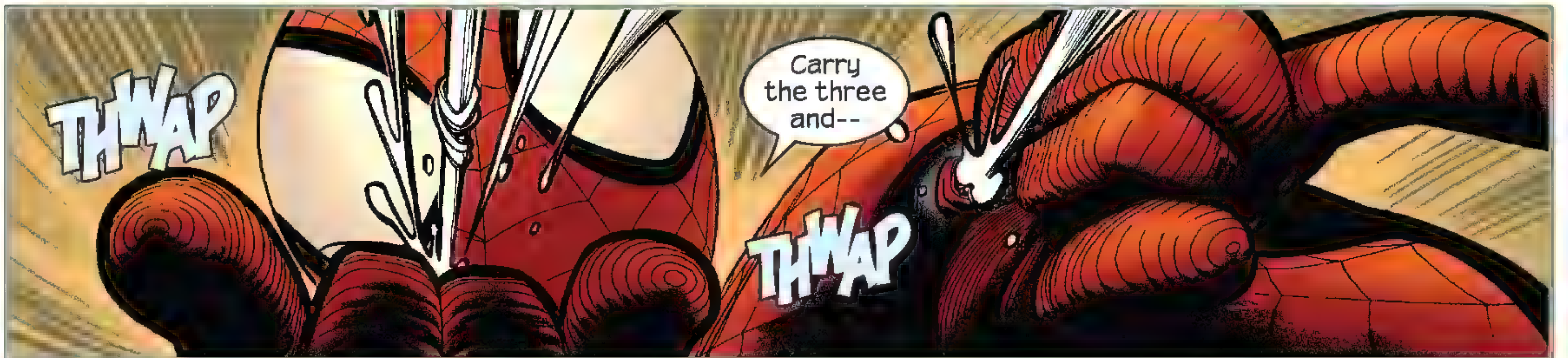
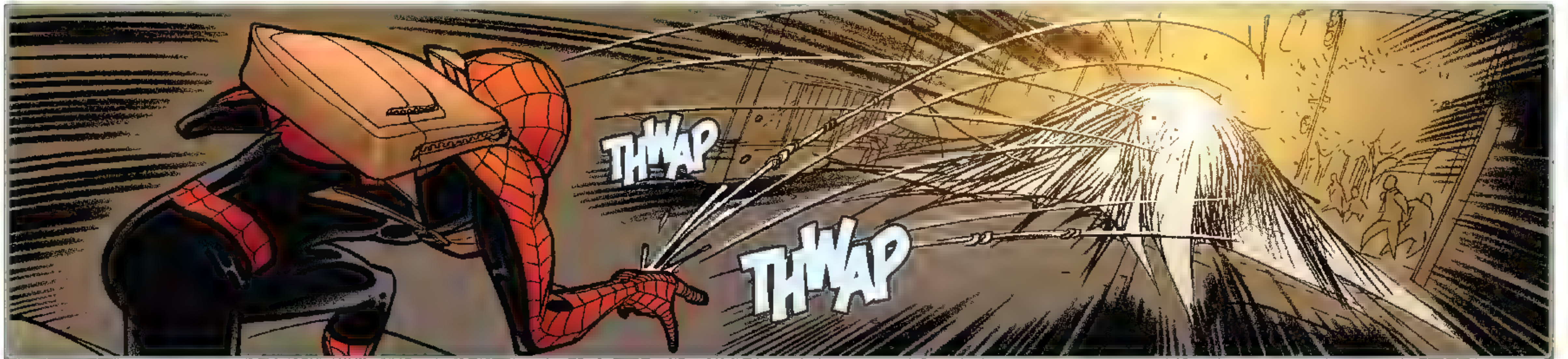
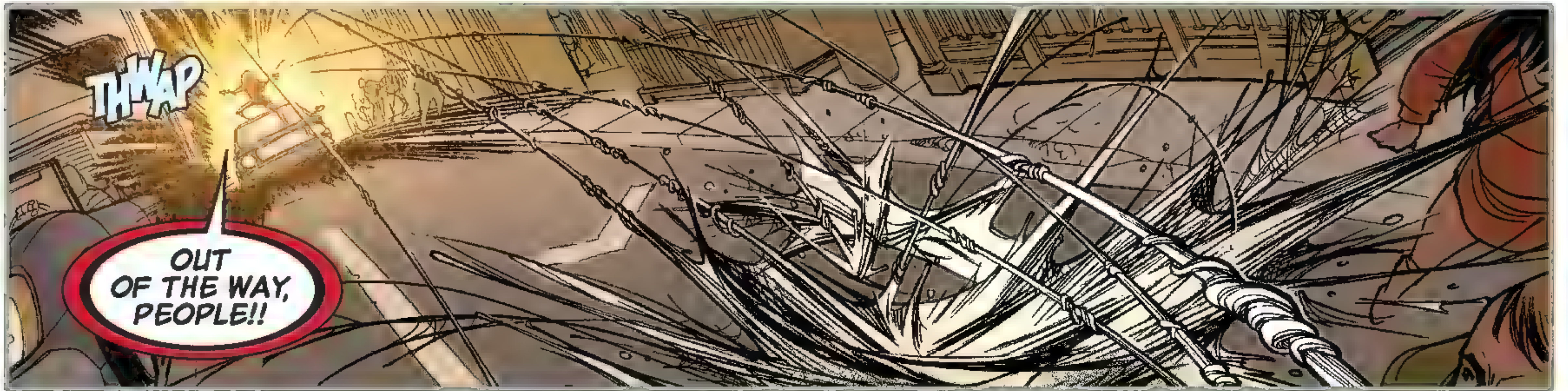
Let's give this loser of the week a little thrillsky.

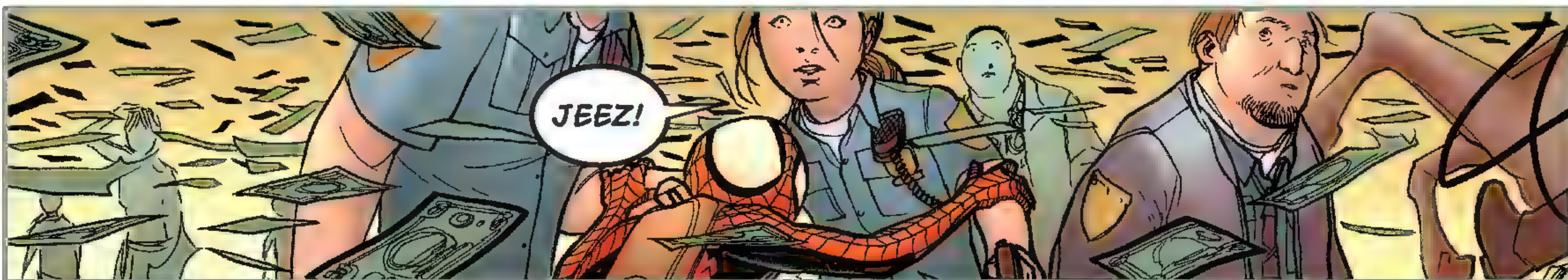
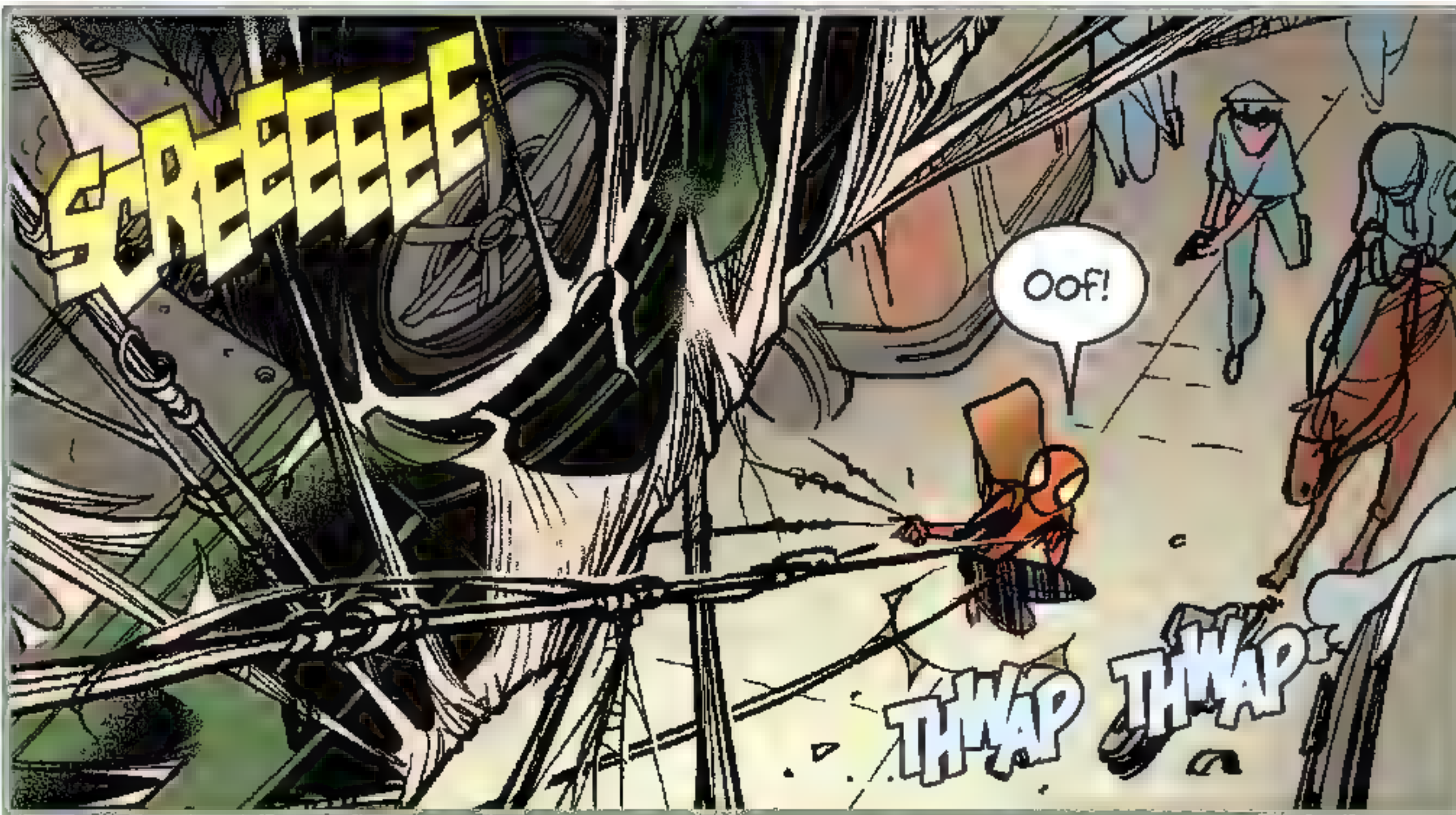
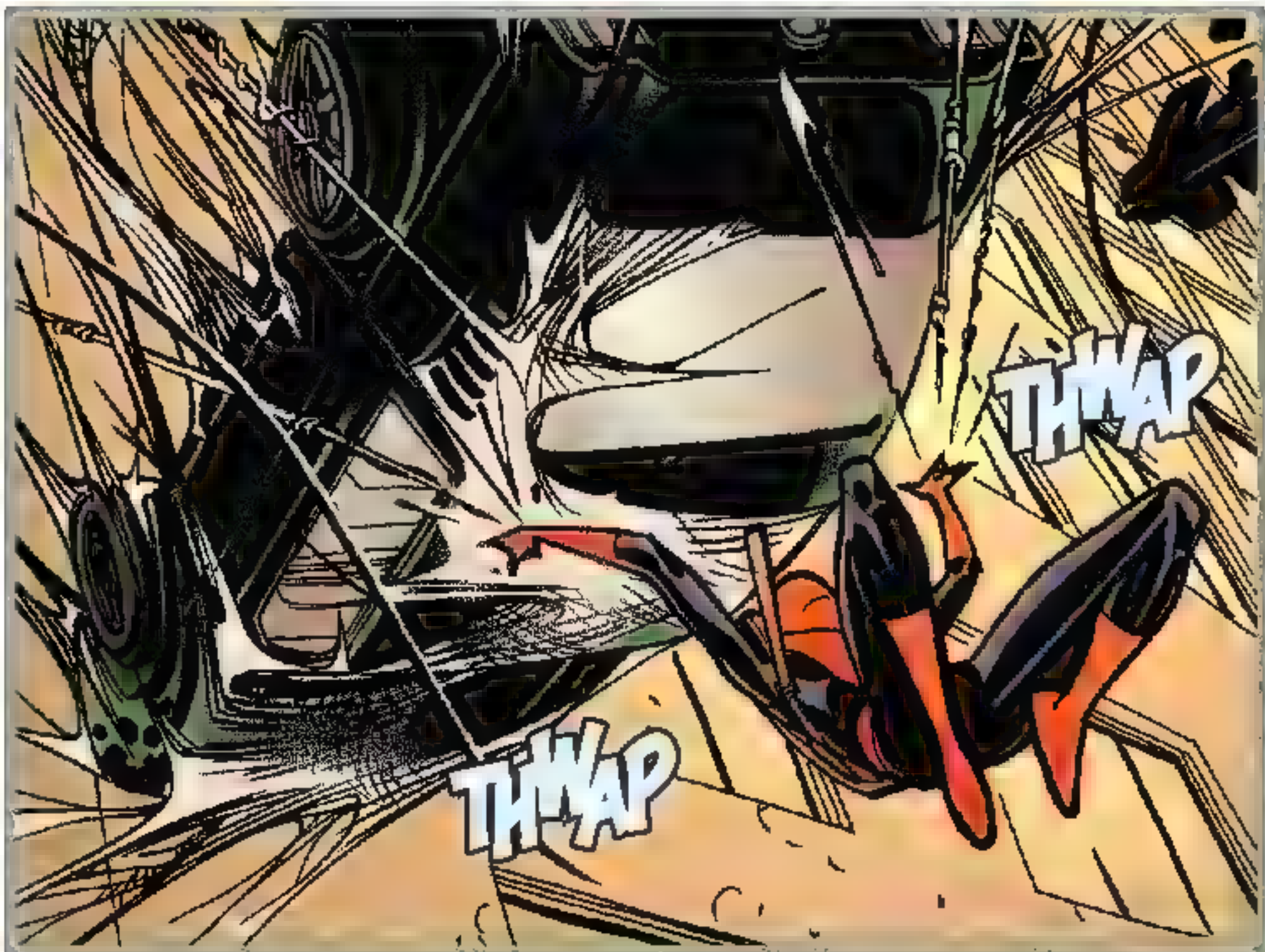
A comic book illustration of Spider-Man inside a car. He is leaning over the dashboard, looking towards the viewer. A speech bubble from his mouth says "Greetings and saluta--". The car's interior is visible, including the steering wheel, dashboard with gauges, and a pile of money on the passenger seat. The background is a bright, hazy yellow.

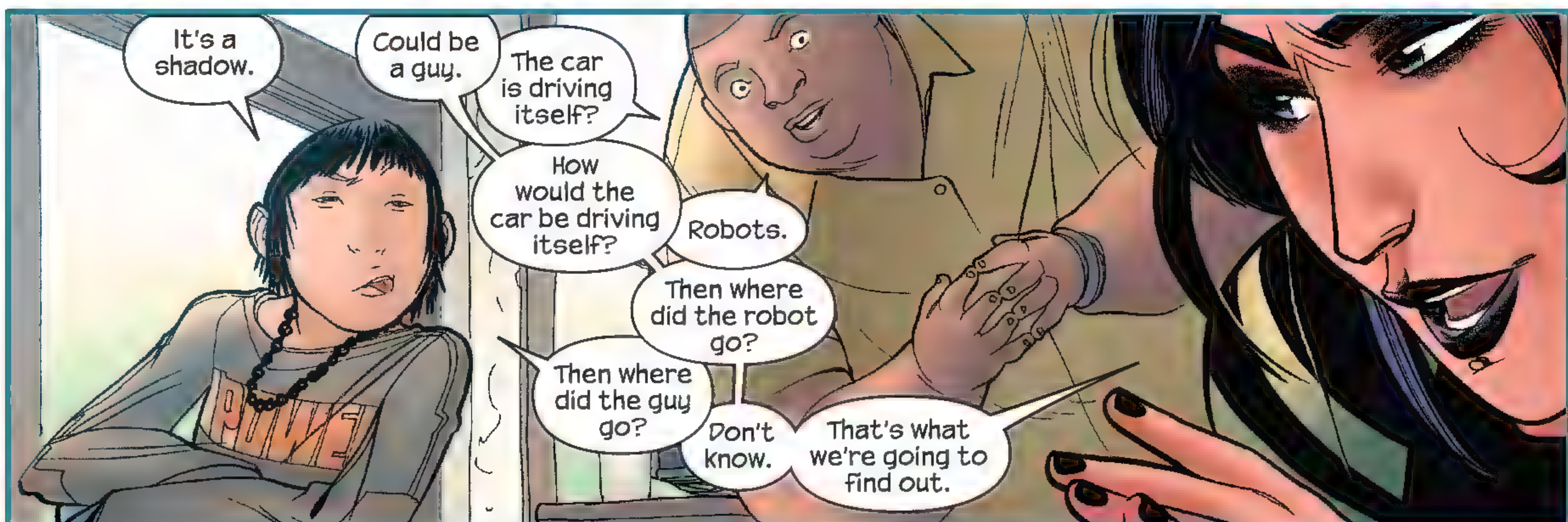
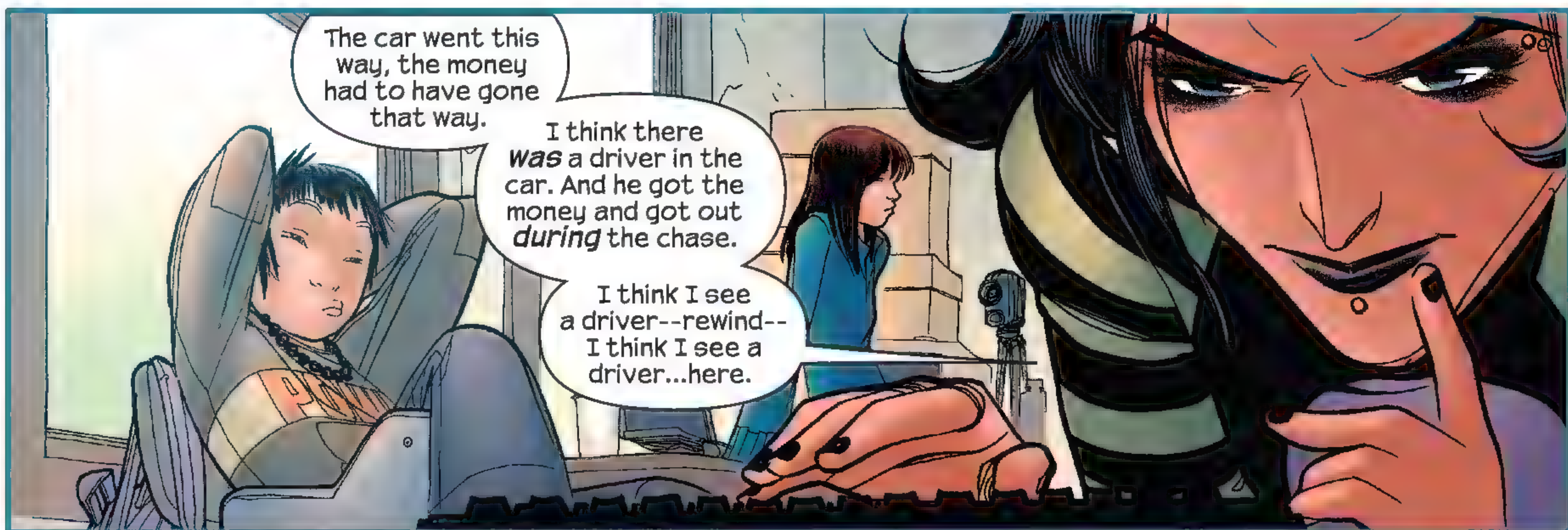
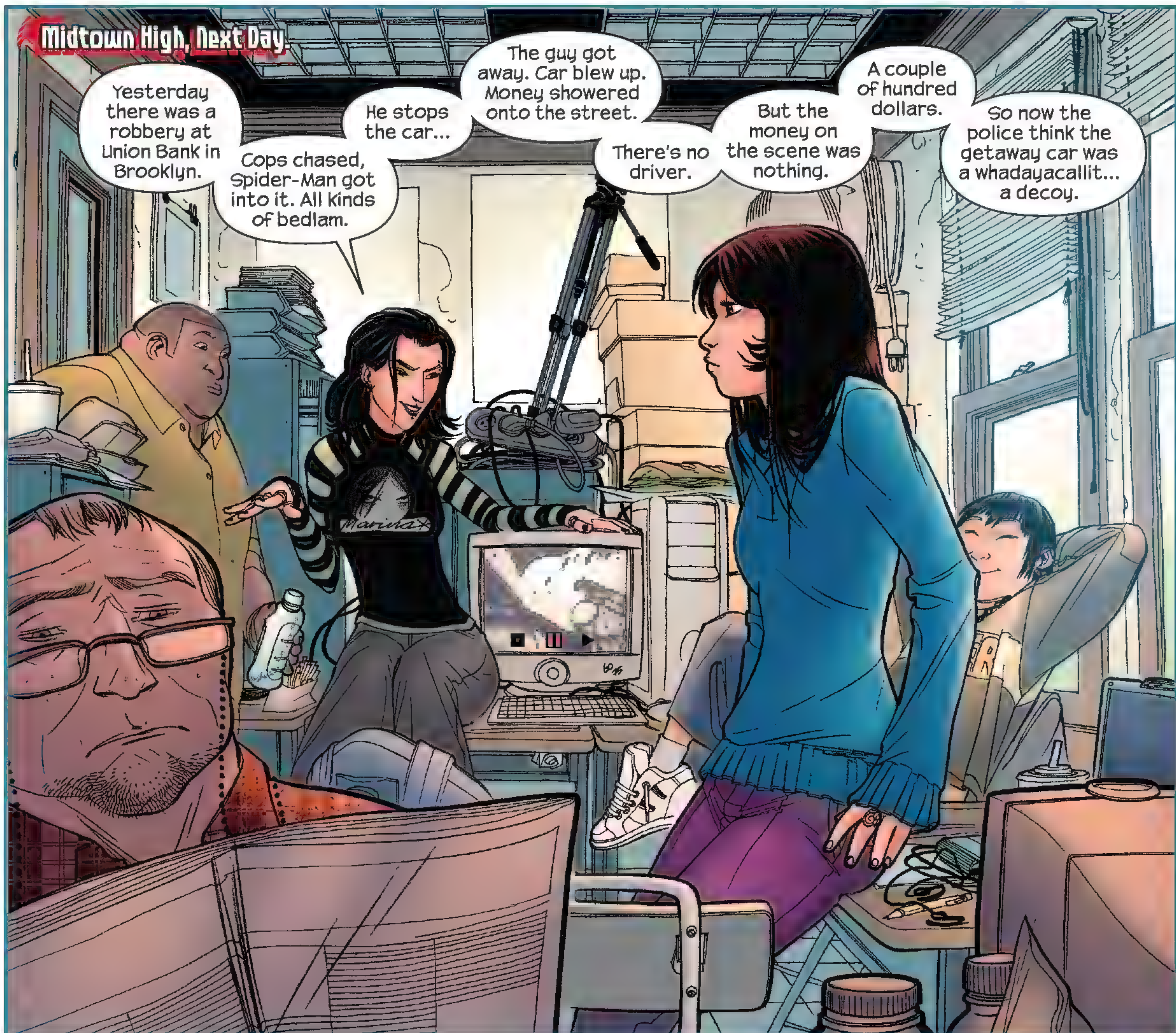
Spider-Man is crouching on the hood of a police car, looking back over his shoulder. A speech bubble above him says "Um...". The scene is a chaotic street with several police cars and damaged vehicles. The background shows a city street with trees and buildings.

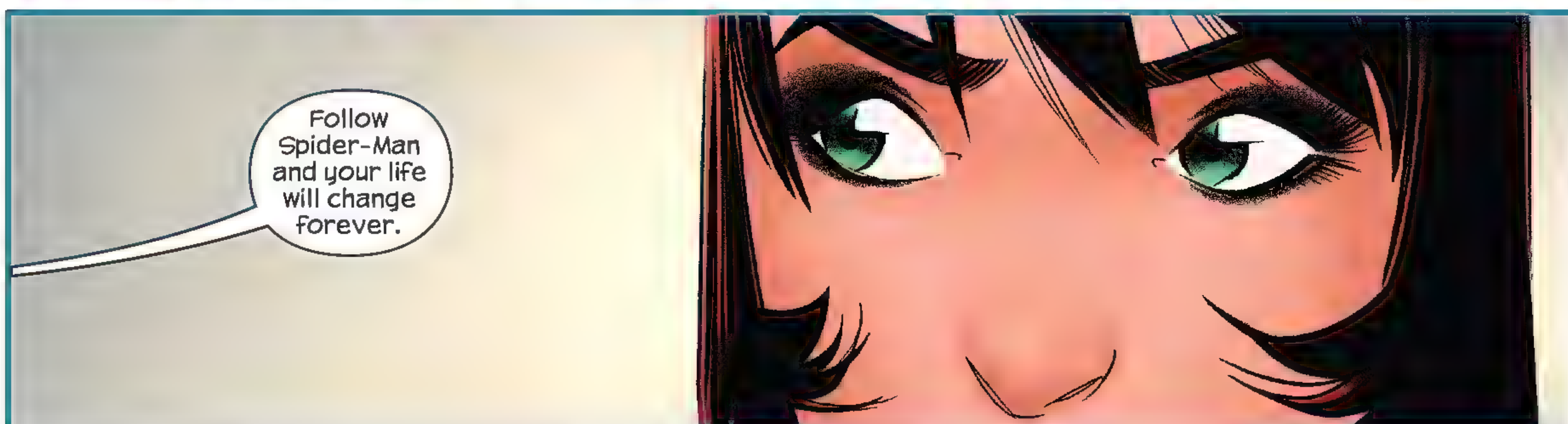
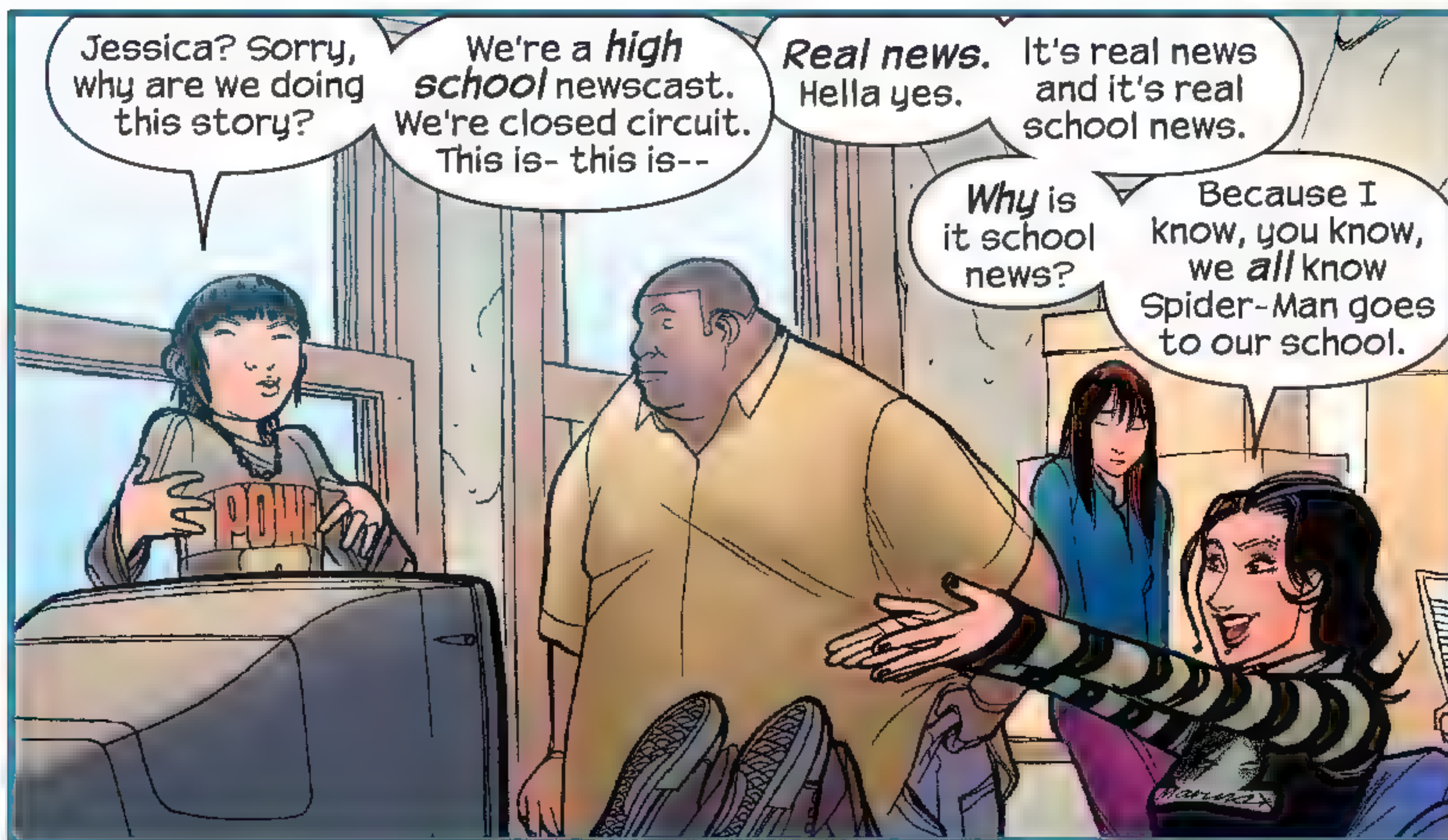
Um...

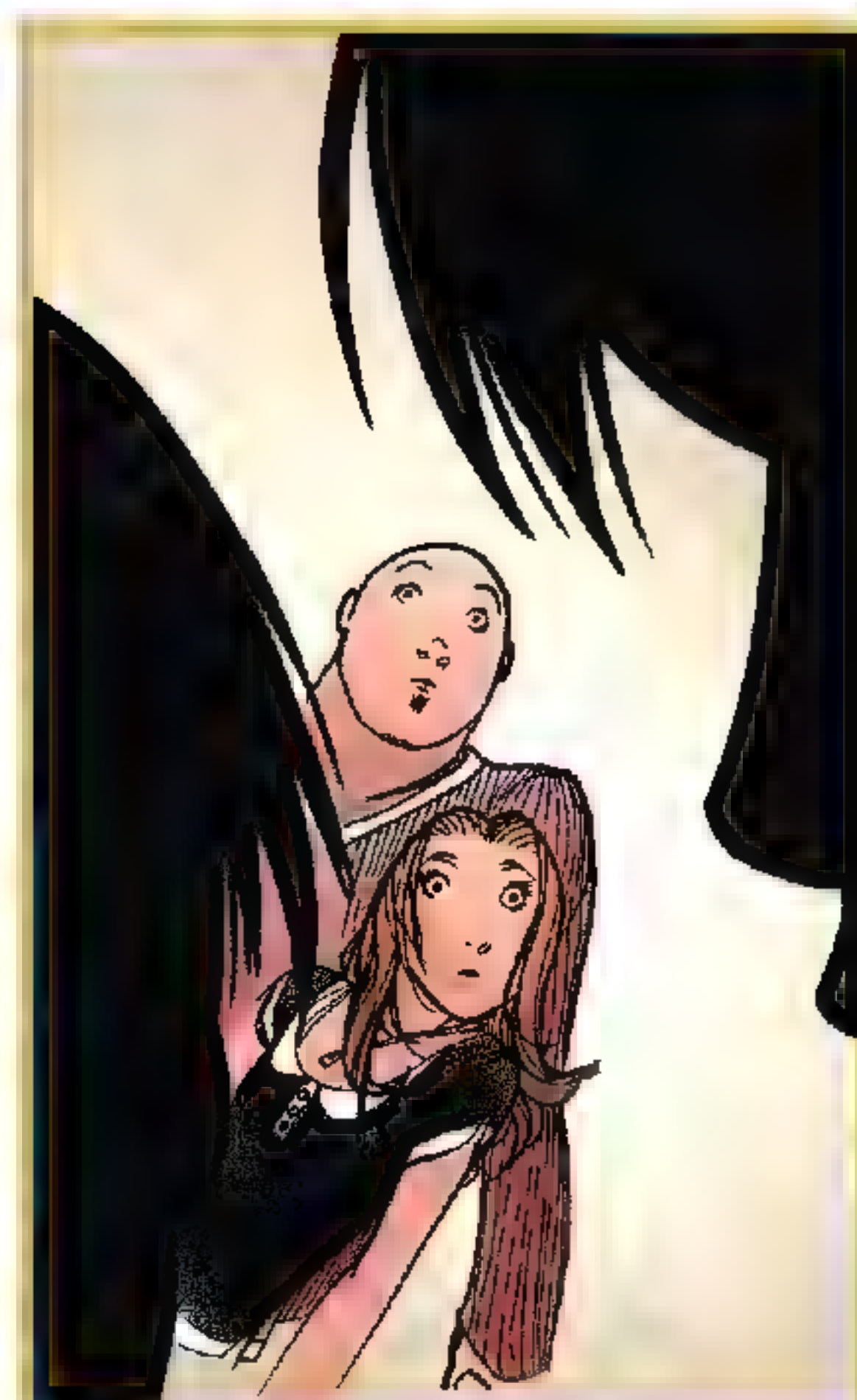
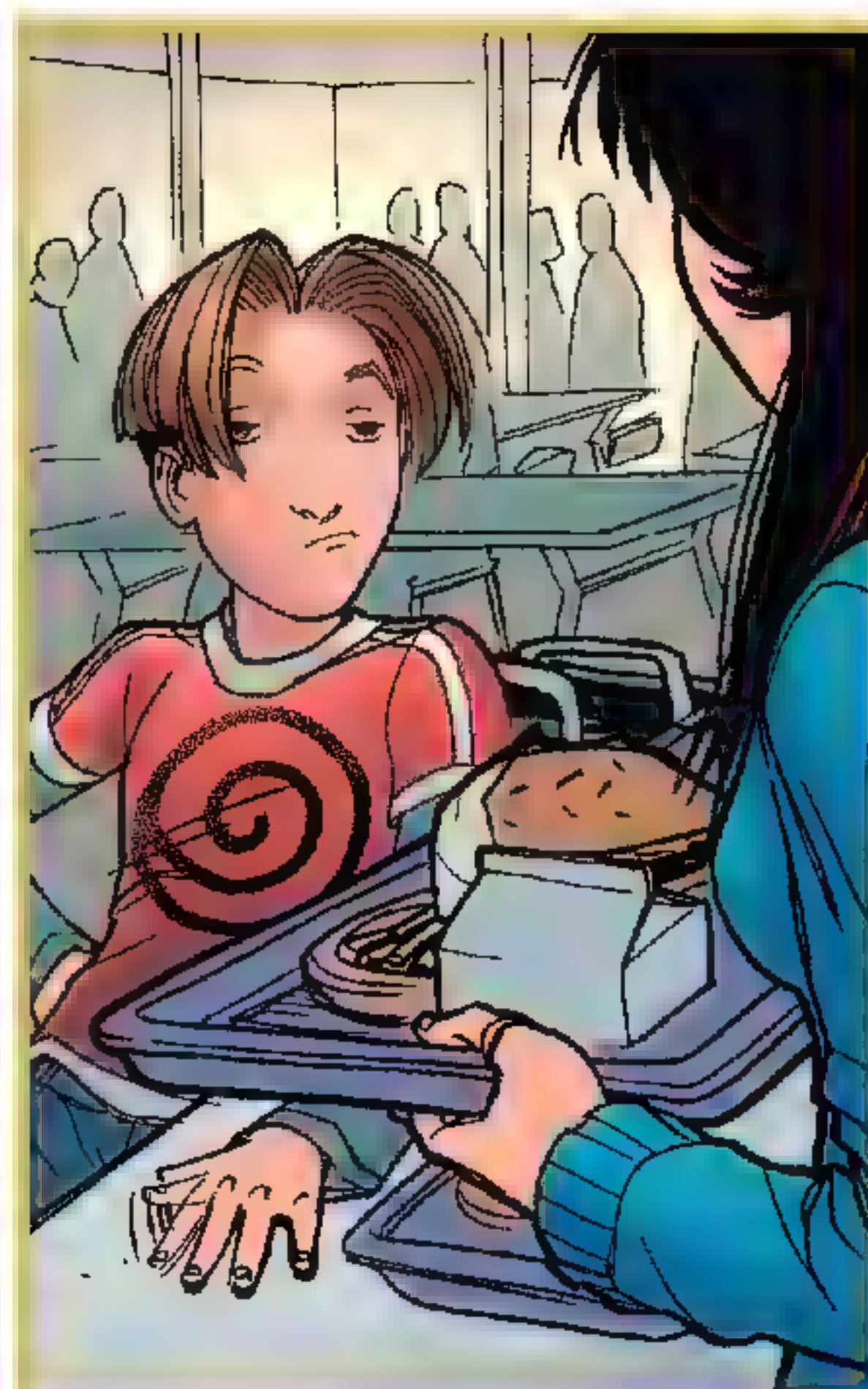
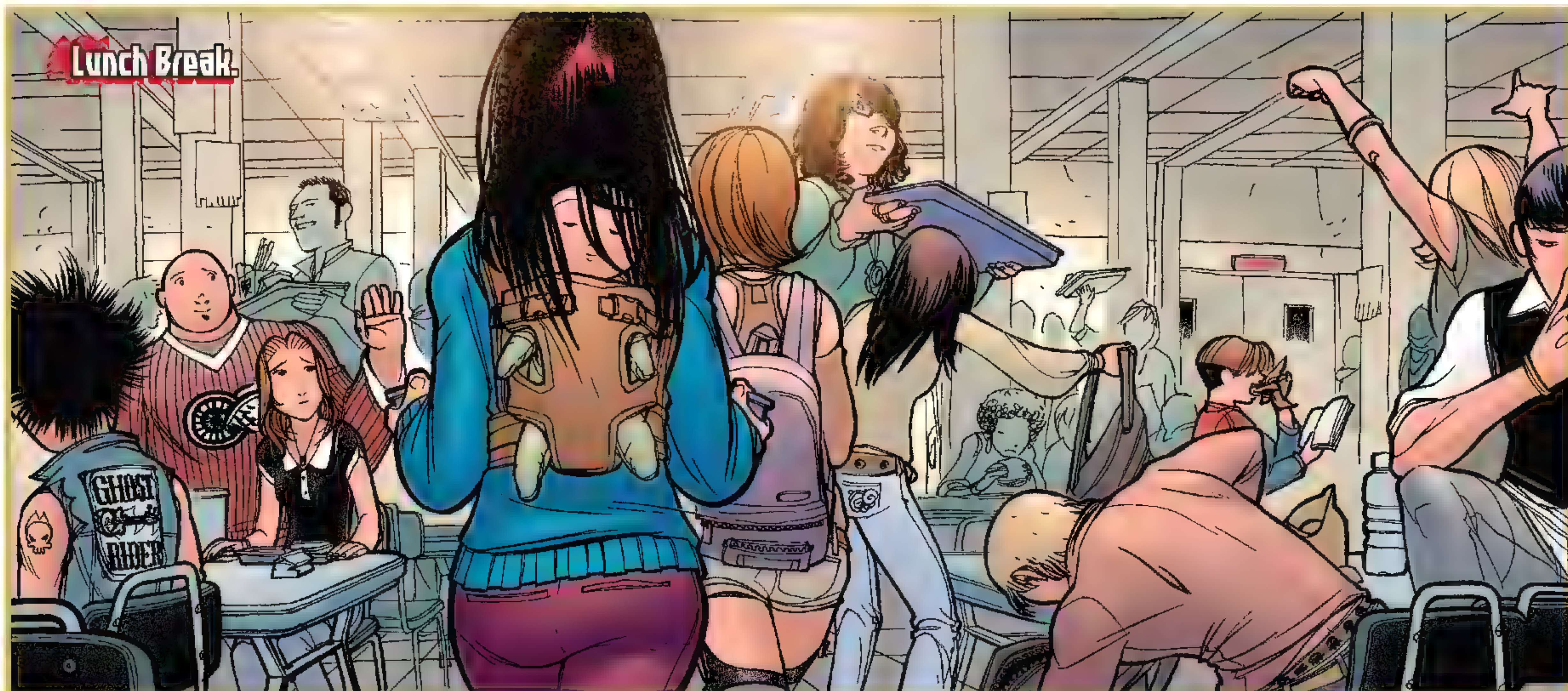


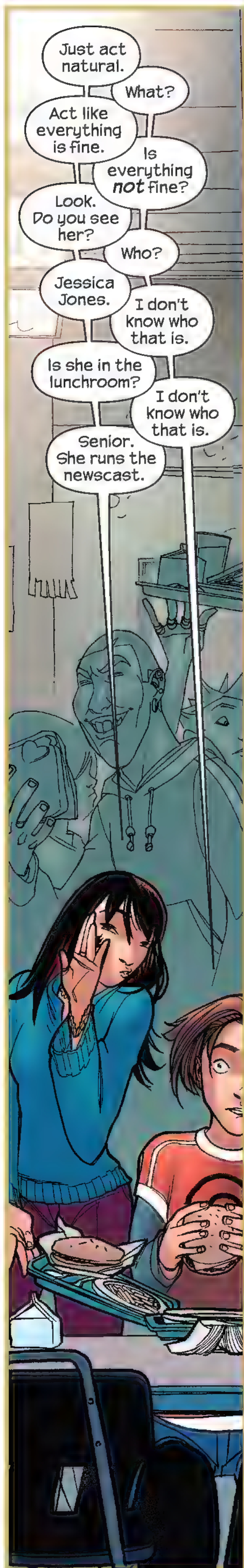












Just act natural.

What?

Act like everything is fine.

Is everything *not* fine?

Look. Do you see her?

Who?

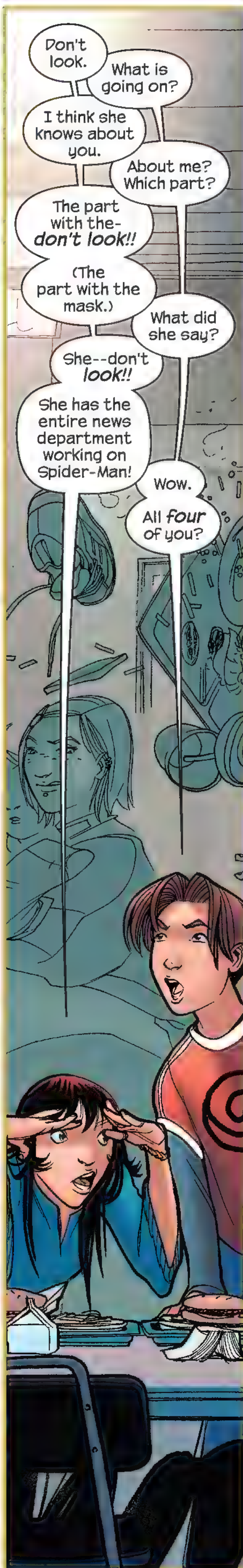
Jessica Jones.

I don't know who that is.

Is she in the lunchroom?

I don't know who that is.

Senior. She runs the newscast.



Don't look.

What is going on?

I think she knows about you.

About me? Which part?

The part with the- **don't look!!**

(The part with the mask.)

What did she say?

She--don't **look!!**

She has the entire news department working on Spider-Man!

Wow.

All *four* of you?



Come on. She looked right at me. She dared me.

Dared you to do what?

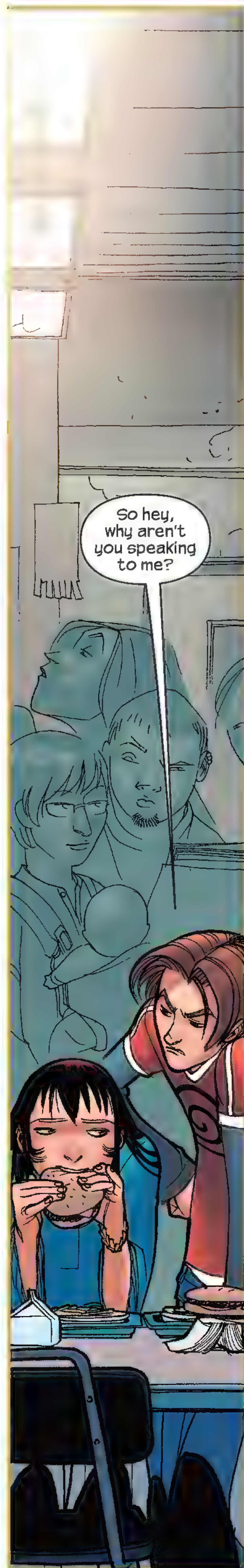
She *knows* we're, you know, *together*.

She *knows* and she's talking about Spider-Man right in front of me and she's looking right at me.

So she was talking to you and looking at you and instead of this being what people do... we are to believe this means...?

She's coming *after* you.

Okay, good to know.



So hey, why aren't you speaking to me?



I am.

You're not.

I'm right here.

MJ.

One minute we're--

Not now.

Not *now*?

No.

No, there's no bigger fish.

There's no fish and there's no frying.

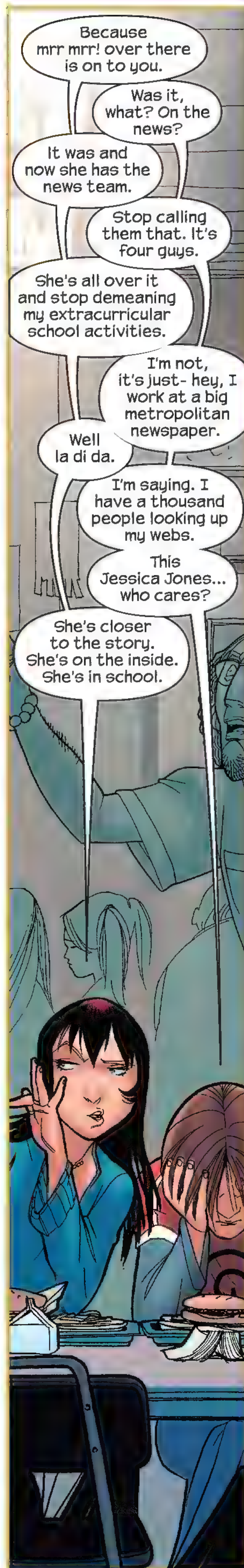
Why are you being like this?

Tell me what happened with the car.

The car.

That robbed a bank. With no driver.

How do you know about that?



Because mrr mrr! over there is on to you.

Was it, what? On the news?

It was and now she has the news team.

Stop calling them that. It's four guys.

She's all over it and stop demeaning my extracurricular school activities.

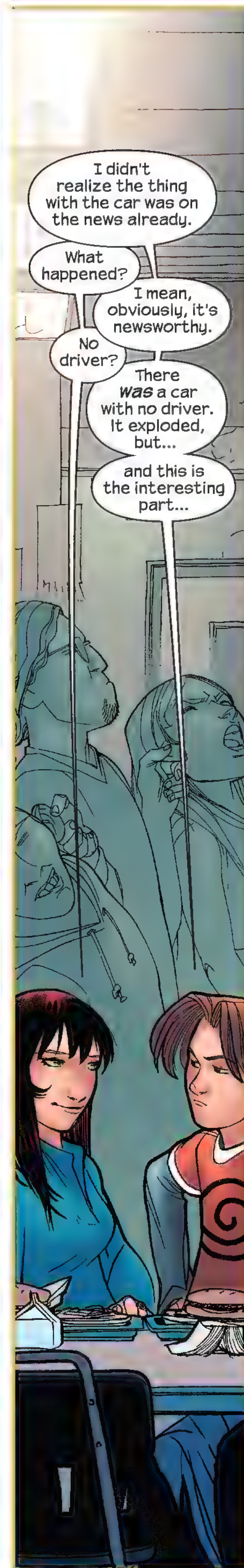
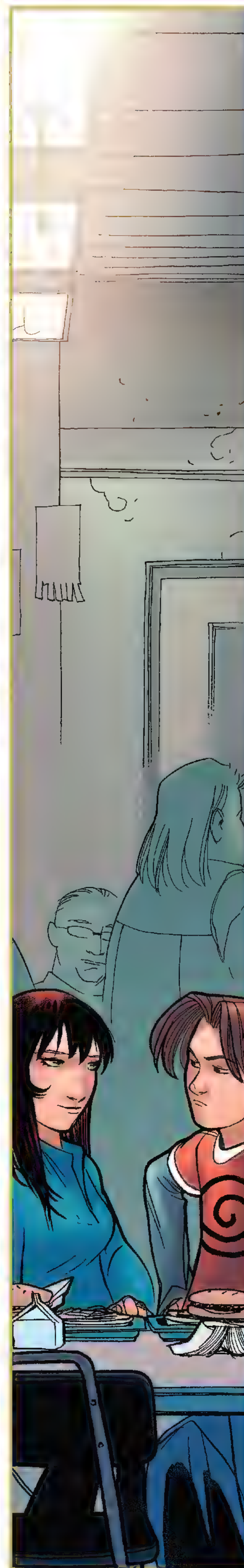
I'm not, it's just- hey, I work at a big metropolitan newspaper.

Well la di da.

I'm saying. I have a thousand people looking up my webs.

This Jessica Jones... who cares?

She's closer to the story. She's on the inside. She's in school.



I didn't realize the thing with the car was on the news already.

What happened?

I mean, obviously, it's newsworthy.

No driver?

There *was* a car with no driver. It exploded, but...

and this is the interesting part...



"The cops didn't blame me."

"In fact, when it all settled they thanked me for helping."

"Which is such a step up from them yelling at me and shooting at me, I can't even tell you."

Oh dude, thank you!!

Oh, okay...

Seriously...

Not that I helped any.

Ya kidding? You helped plenty. Sorry about pulling my weapon on ya before...

Yeah, okay, uh, no worries.

Seriously though, what was this?



It was *us* being played.



Hey kid, Captain Frank Quaid.

I helped you with that thing with the Shocker.

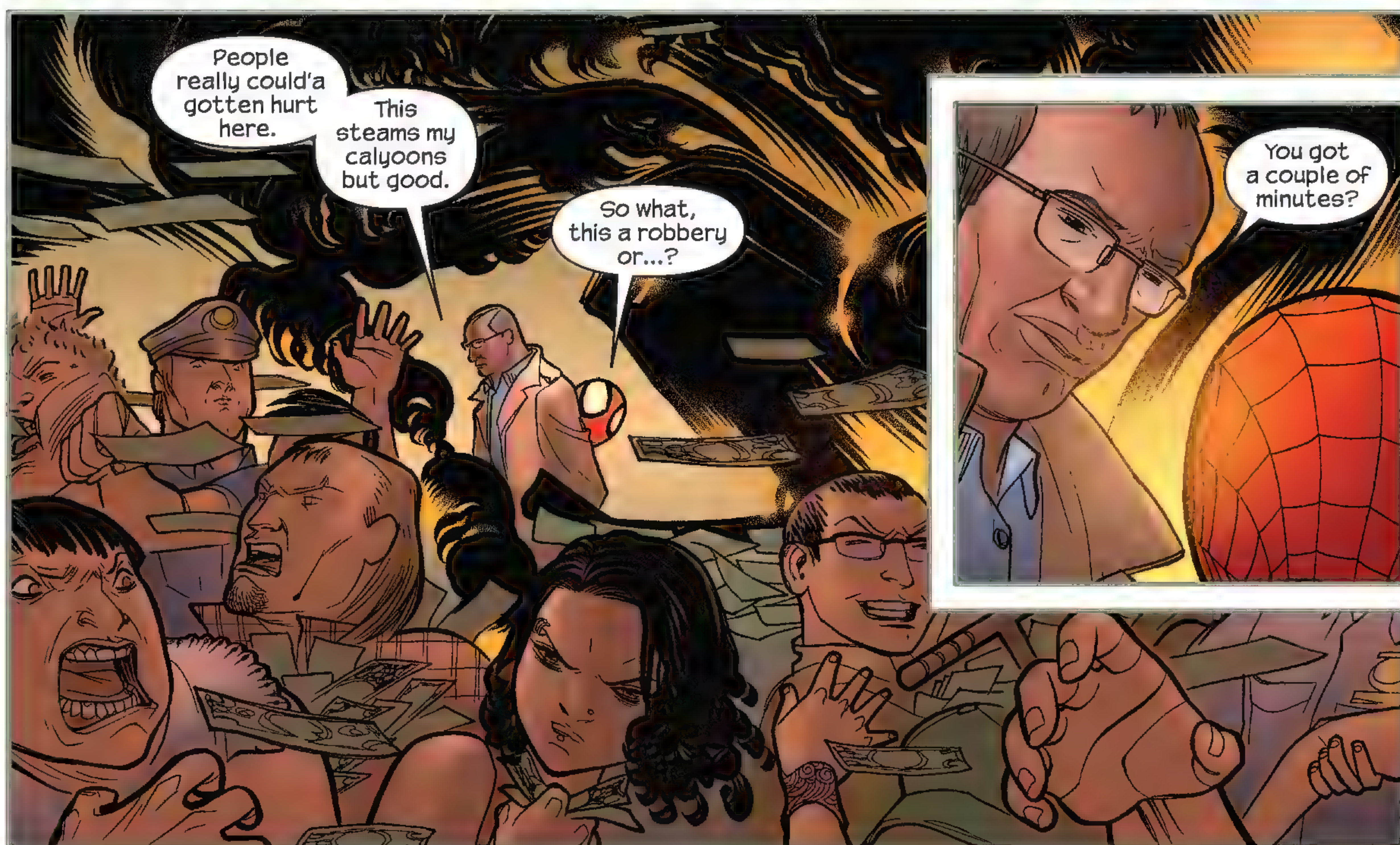
Oh yeah, yeah, I meant to thank you.

We're even.

You make that mask yourself?

Um.

Never mind. Don't care.



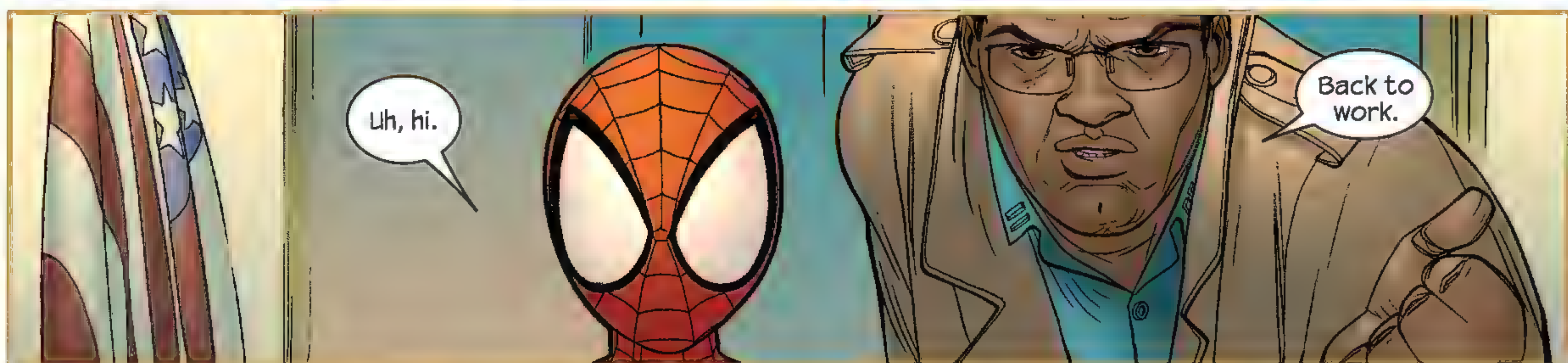
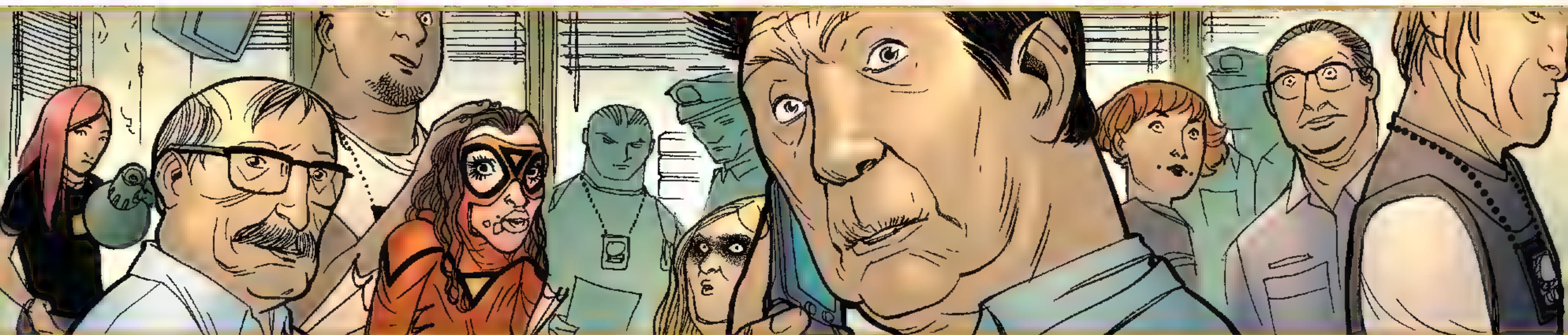
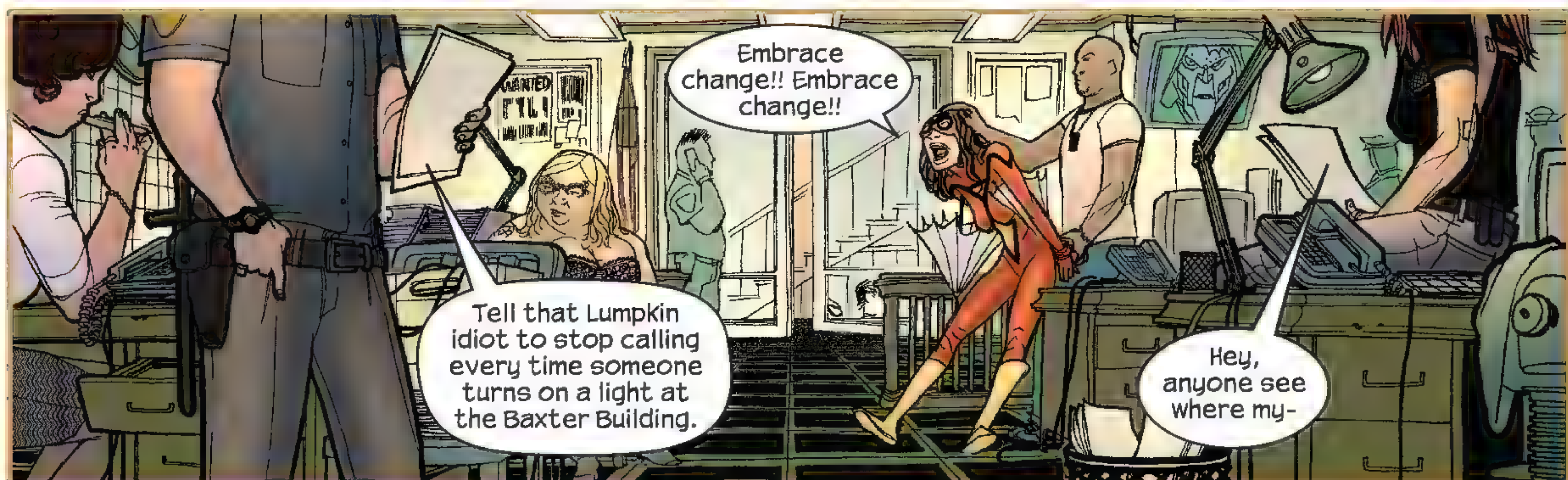
People really could'a gotten hurt here.

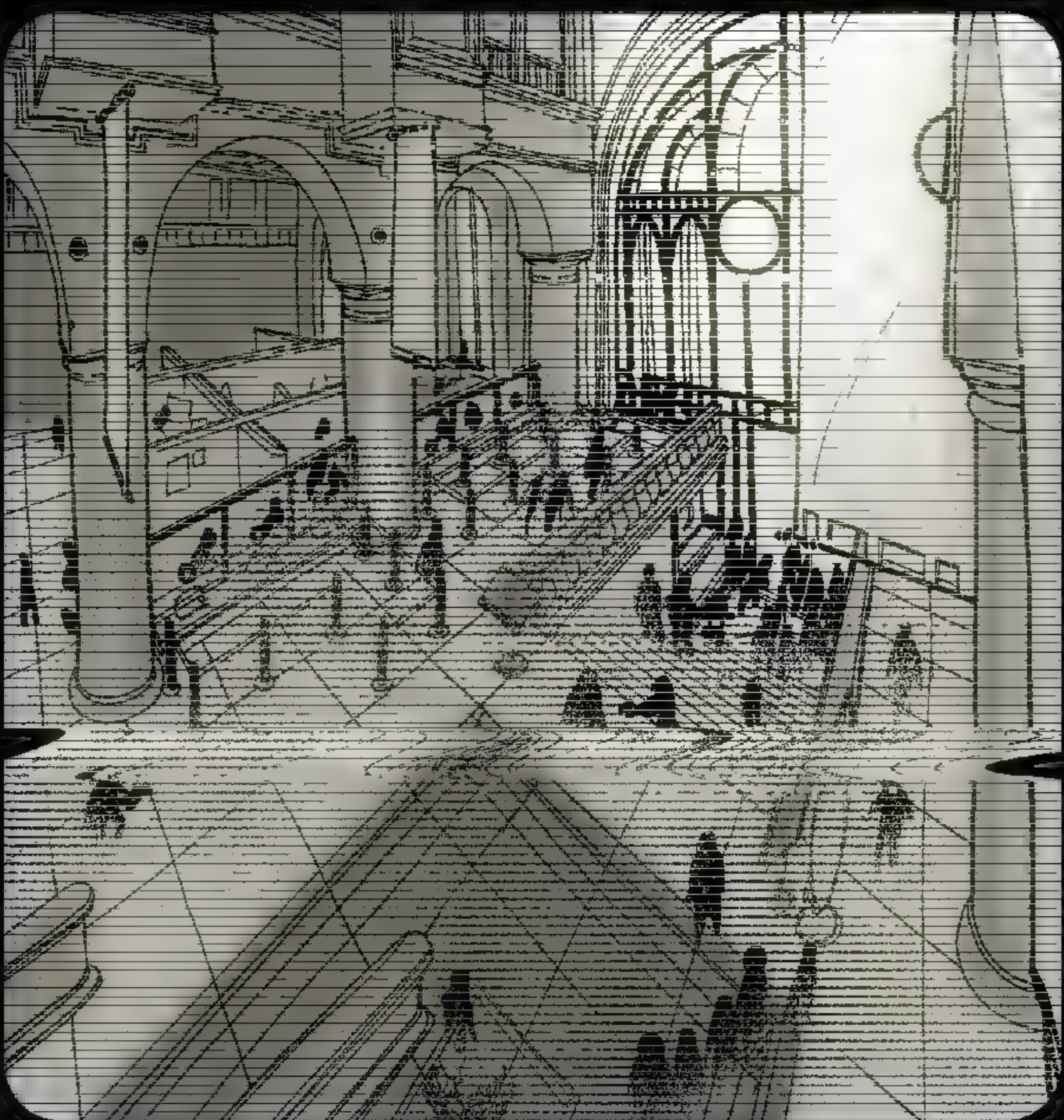
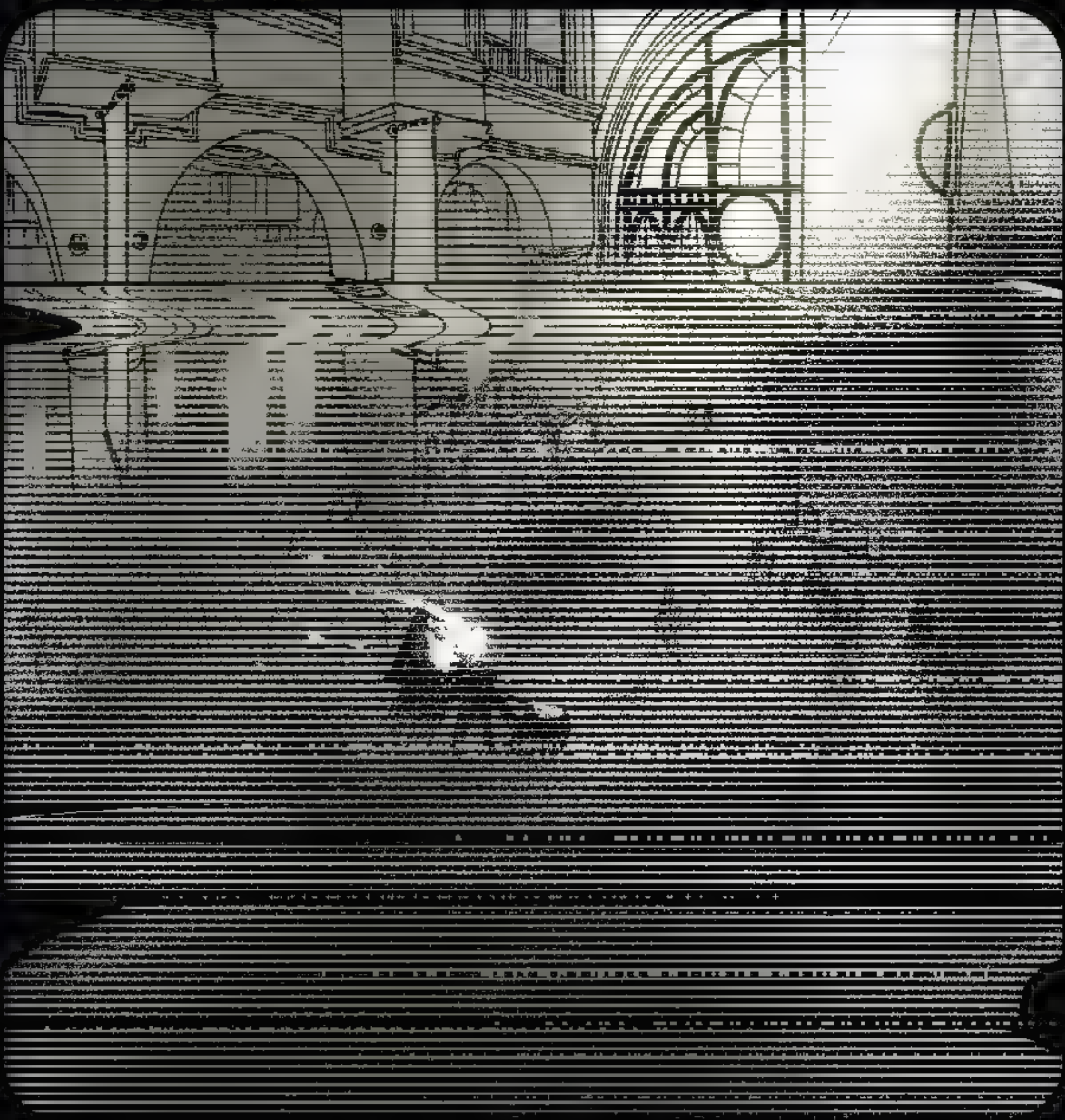
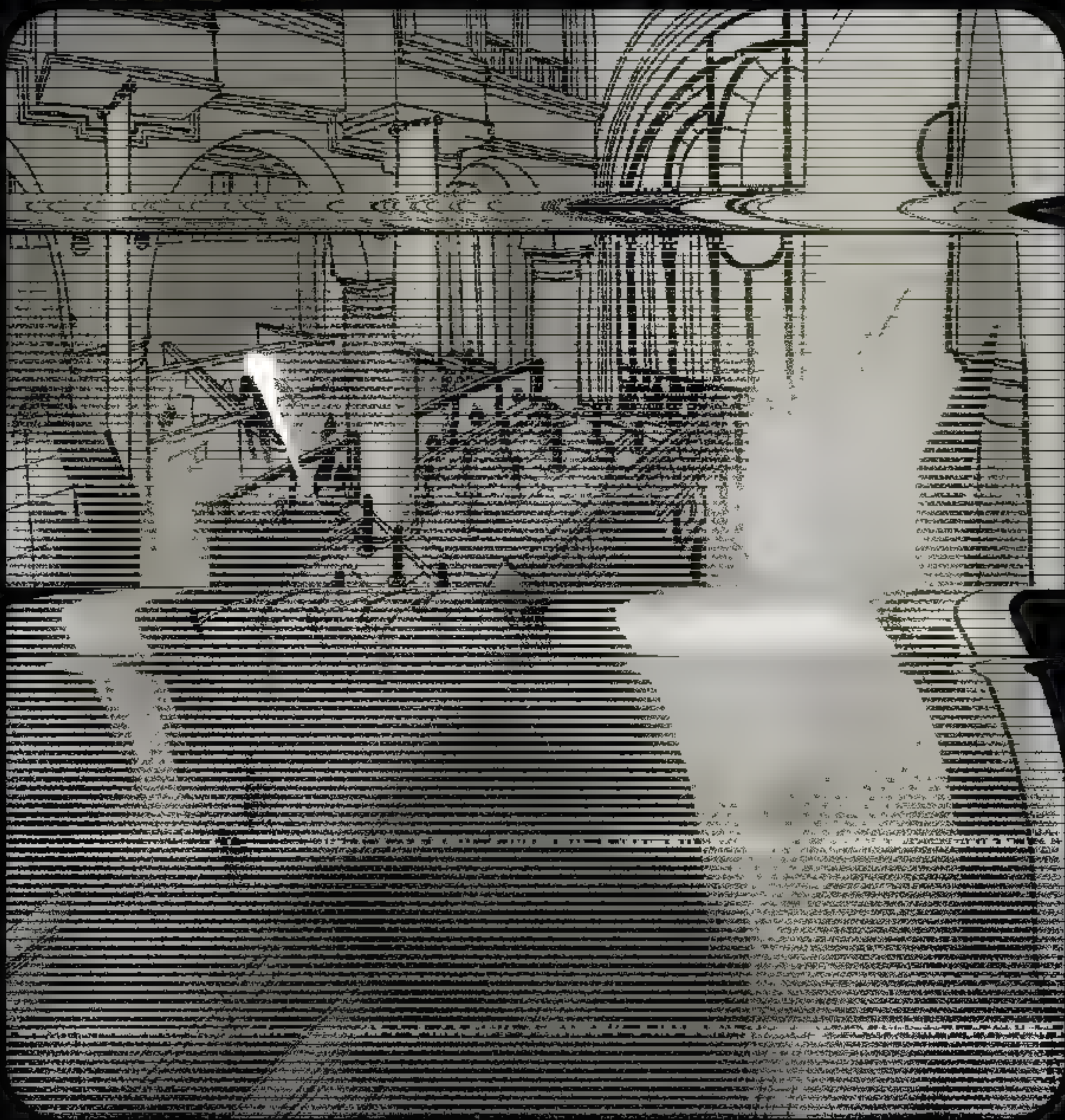
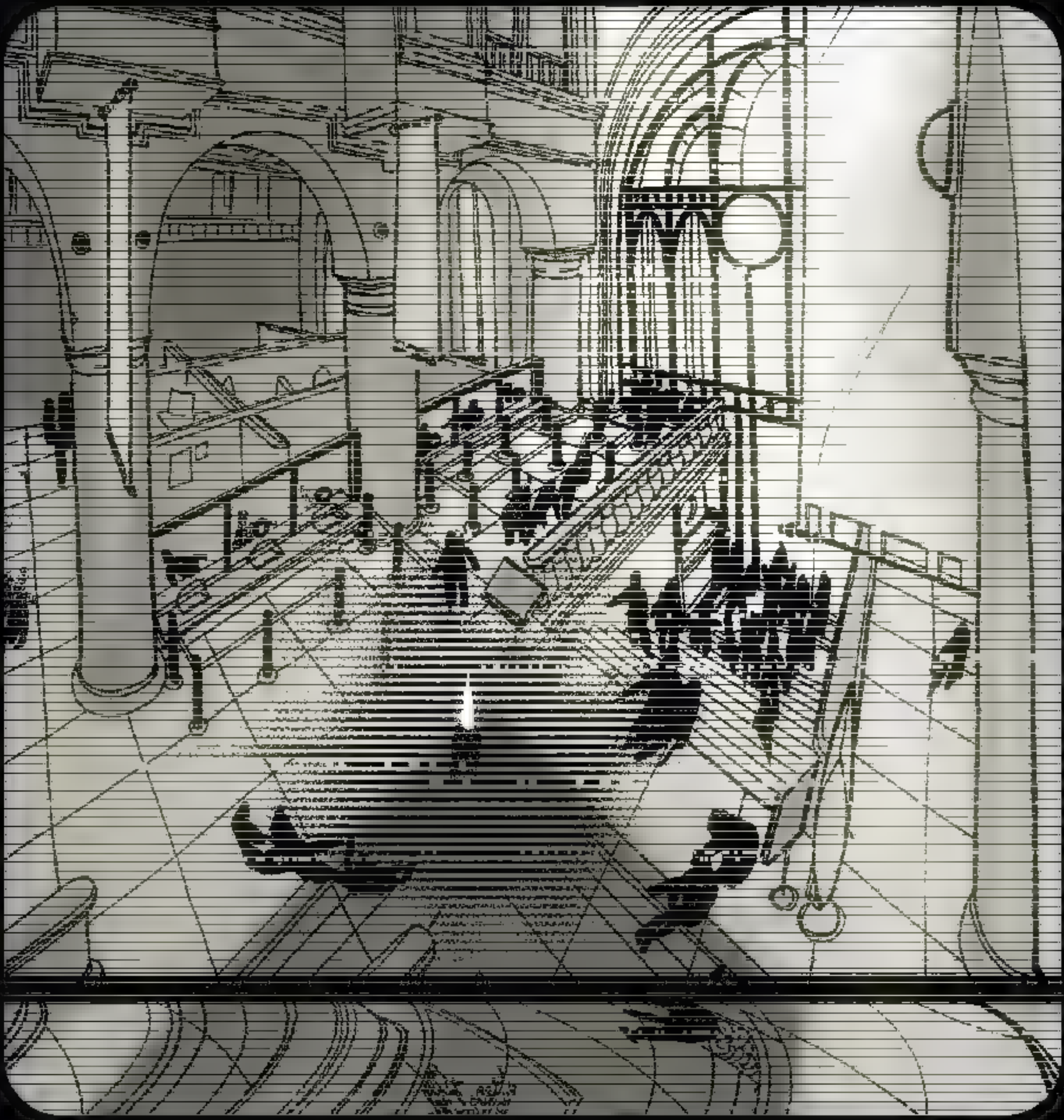
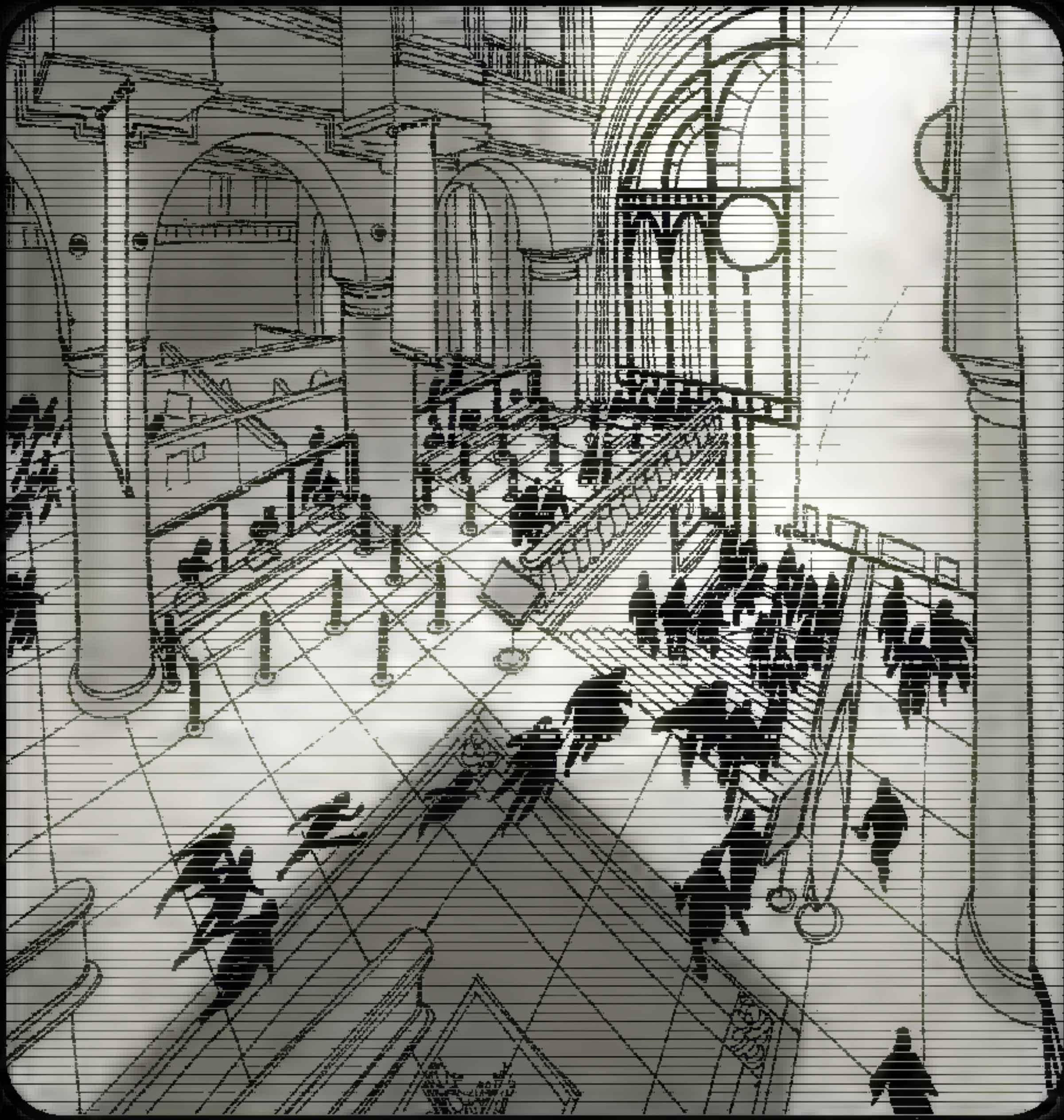
This steams my calyoons but good.

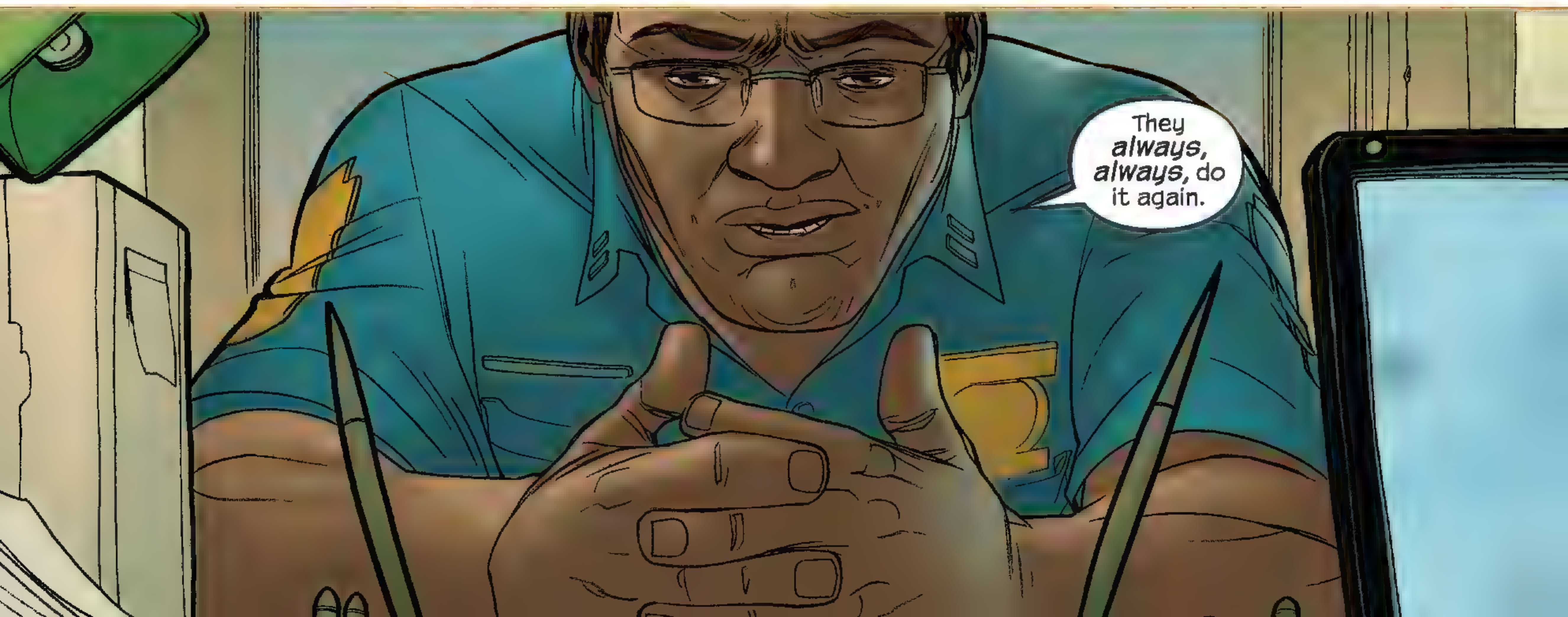
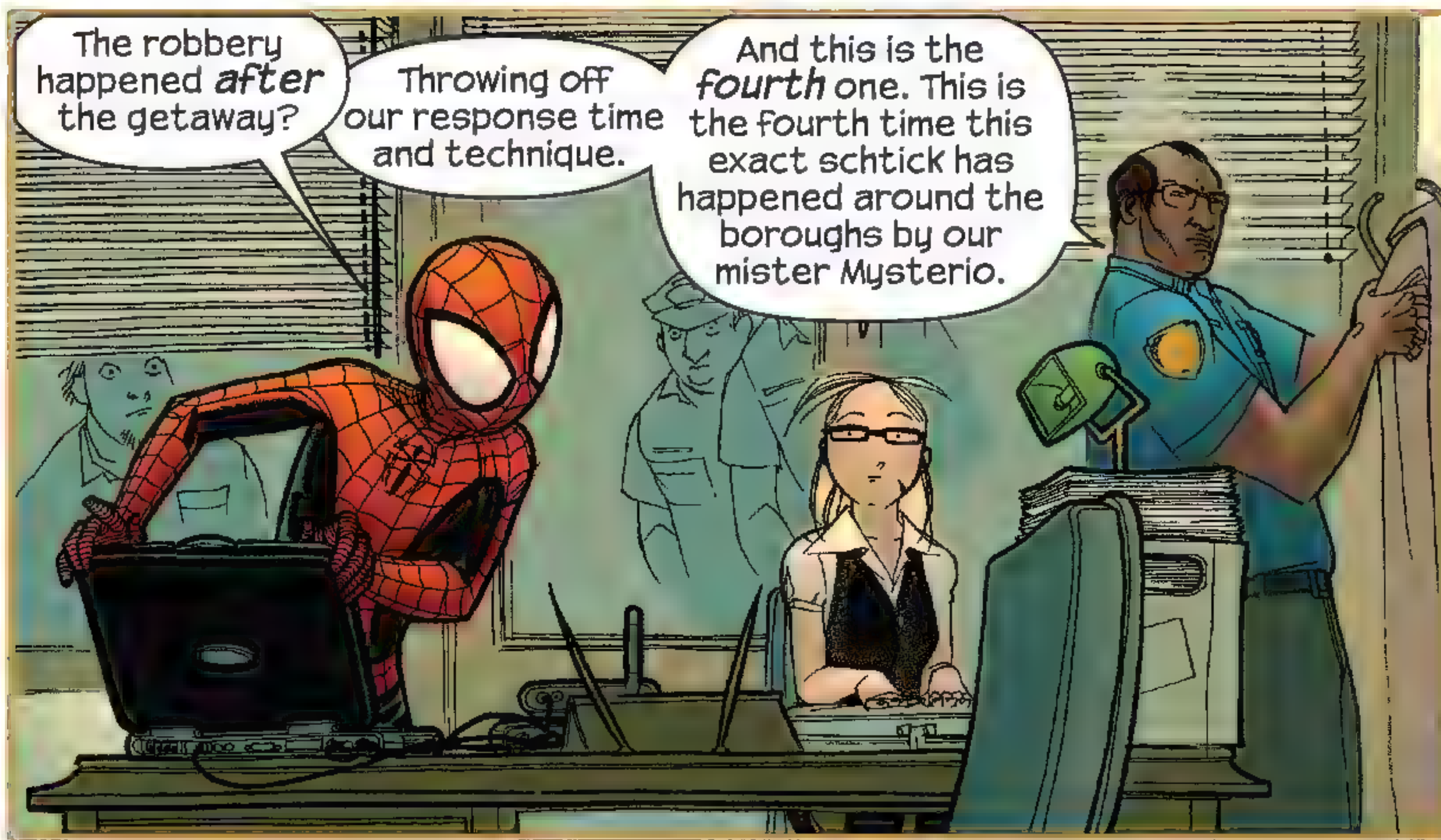
So what, this a robbery or...?

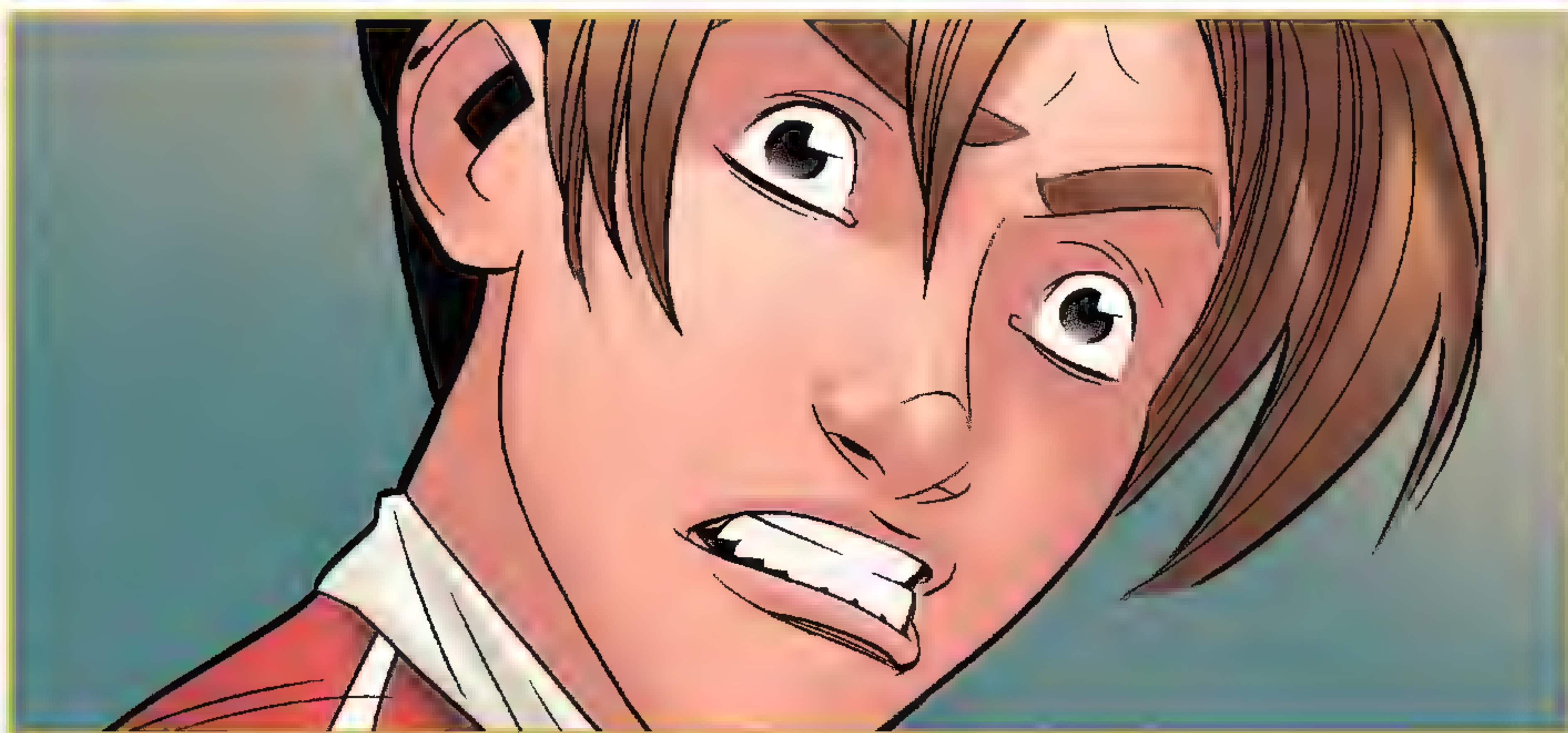
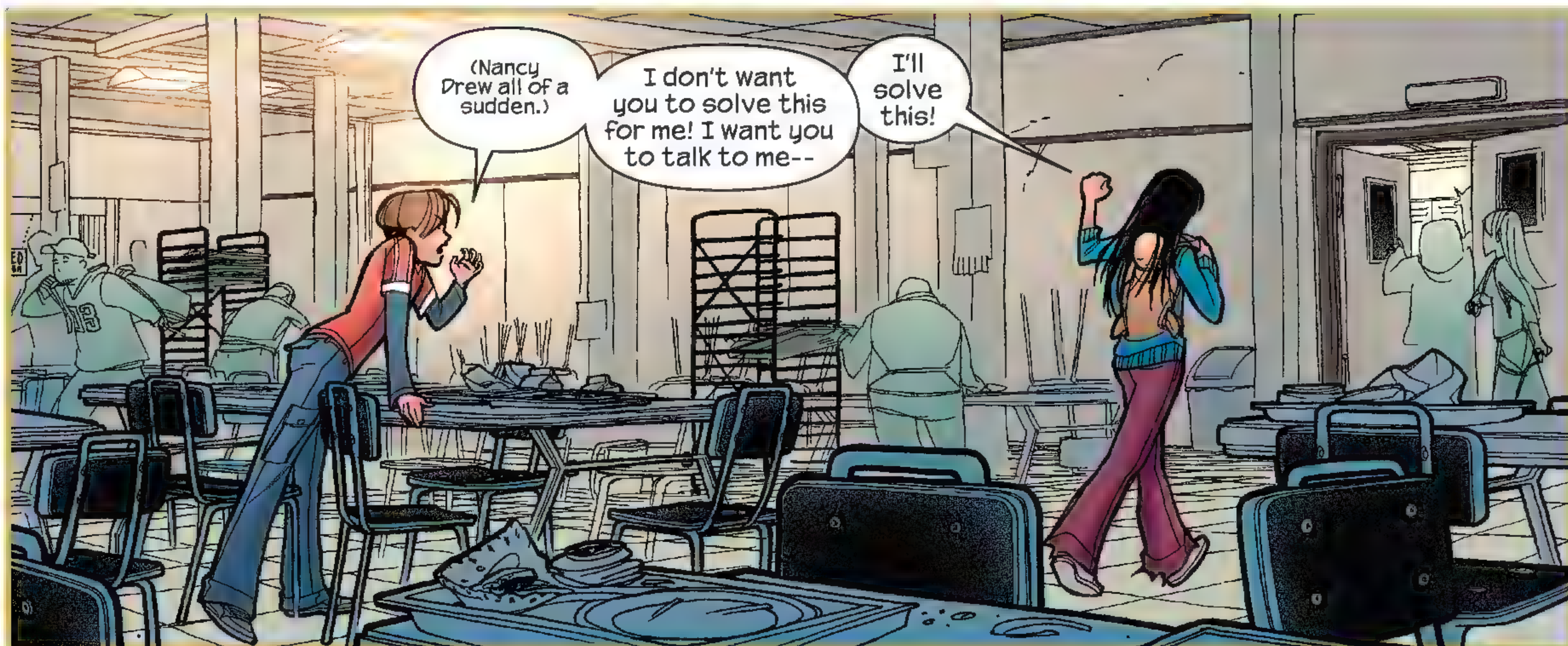


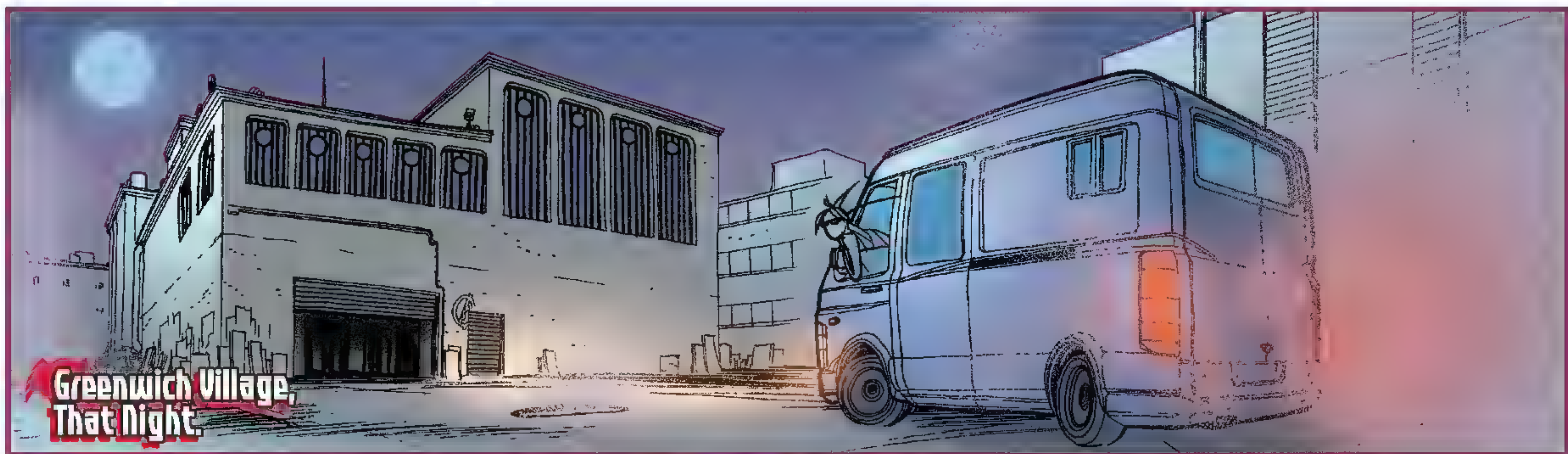
You got a couple of minutes?



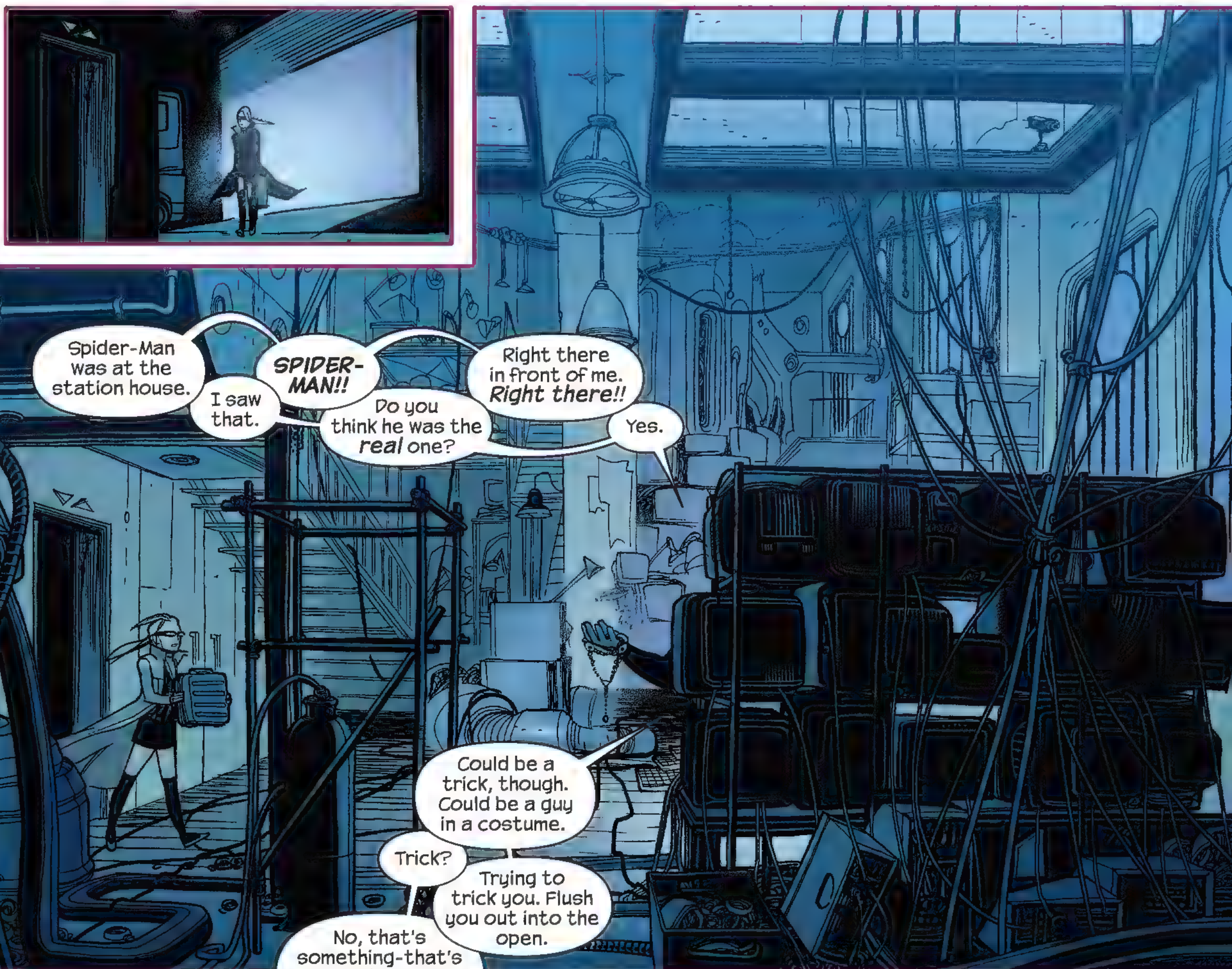








Greenwich Village,
That Night.



Spider-Man
was at the
station house.

I saw
that.

**SPIDER-
MAN!!**

Do you
think he was the
real one?

Right there
in front of me.
Right there!!

Yes.

Could be a
trick, though.
Could be a guy
in a costume.

Trick?

Trying to
trick you. Flush
you out into the
open.

No, that's
something-that's
something *you*
would do. This was
the real deal.

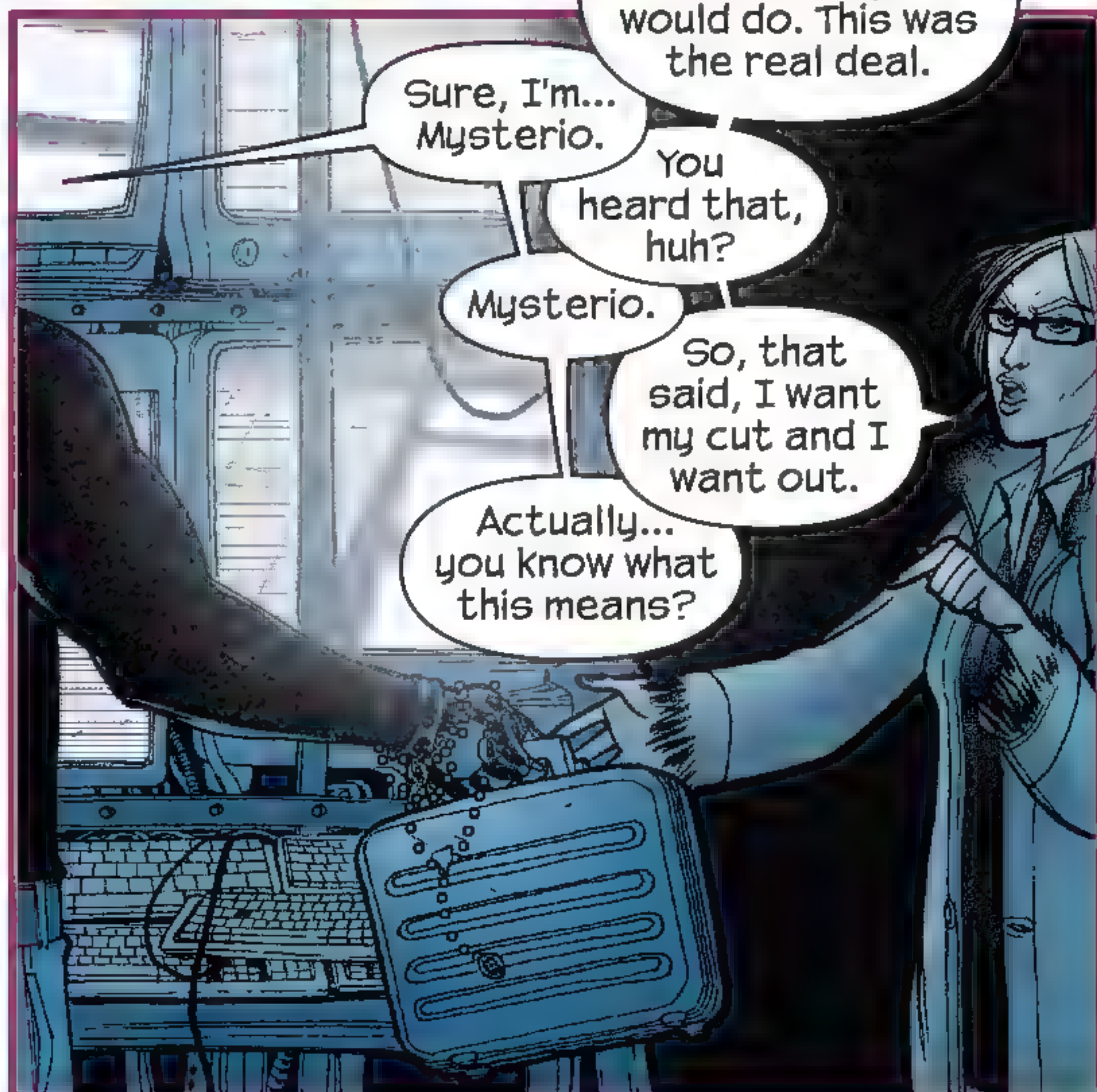
Sure, I'm...
Mysterio.

You
heard that,
huh?

Mysterio.

So, that
said, I want
my cut and I
want out.

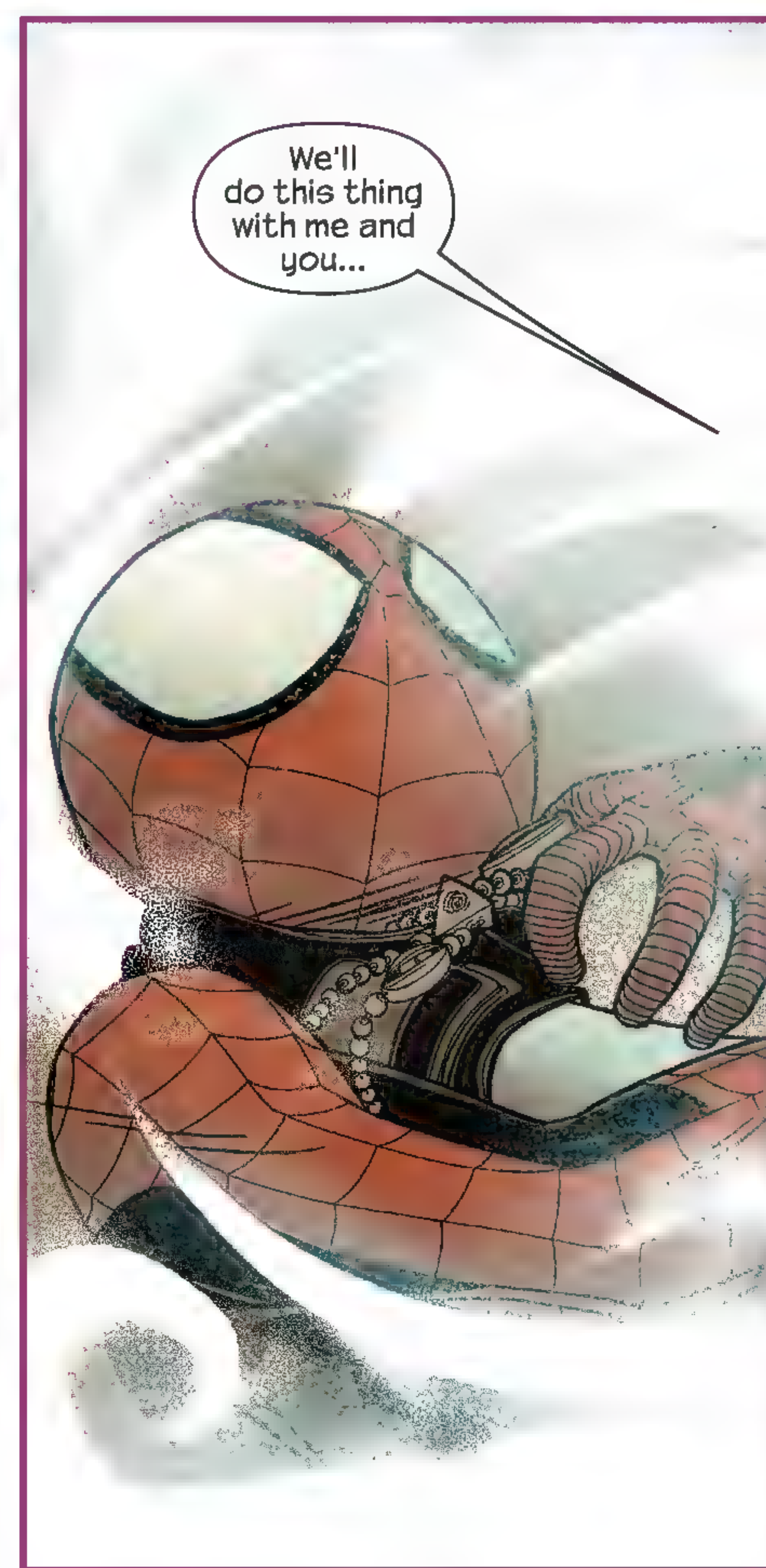
Actually...
you know what
this means?

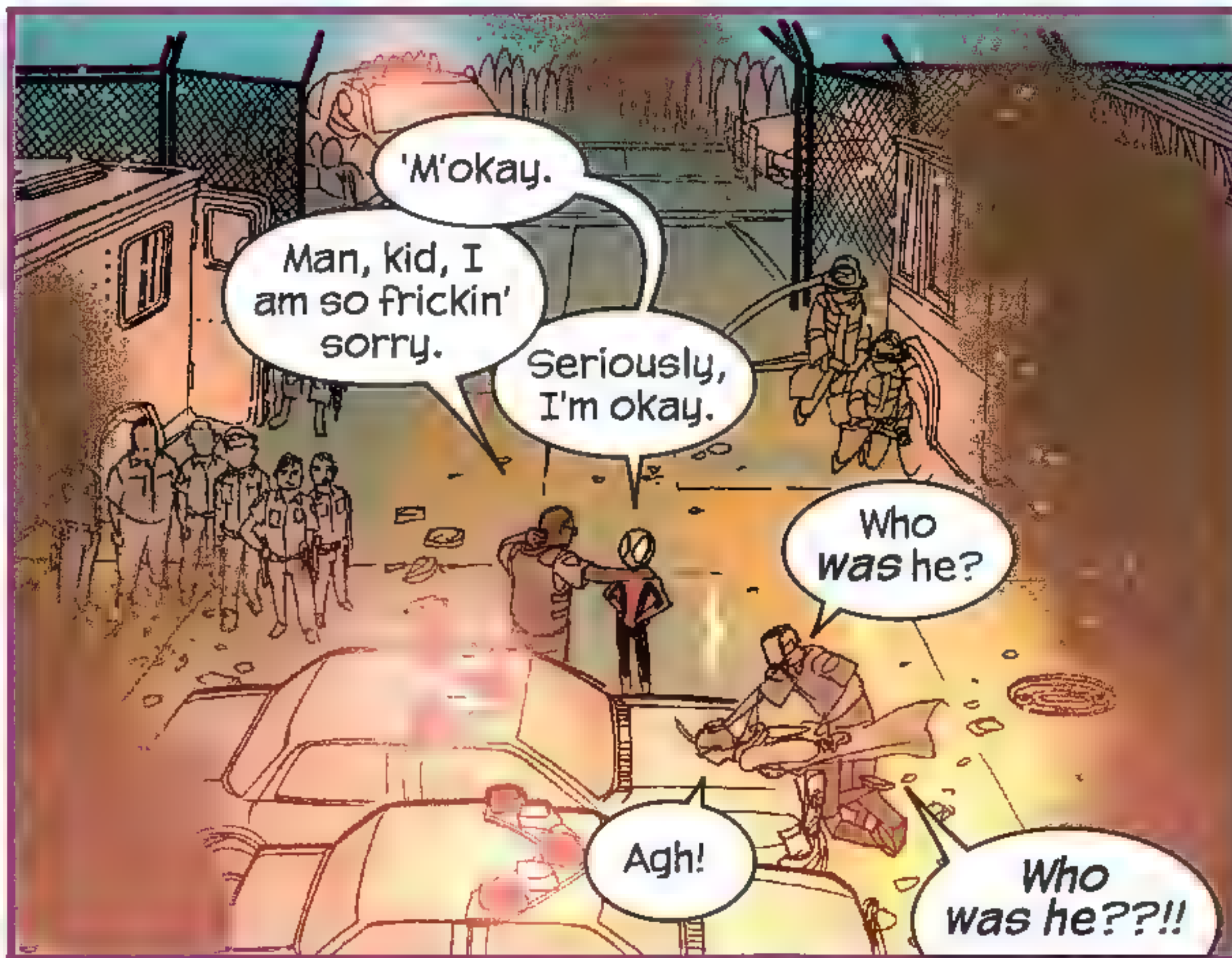


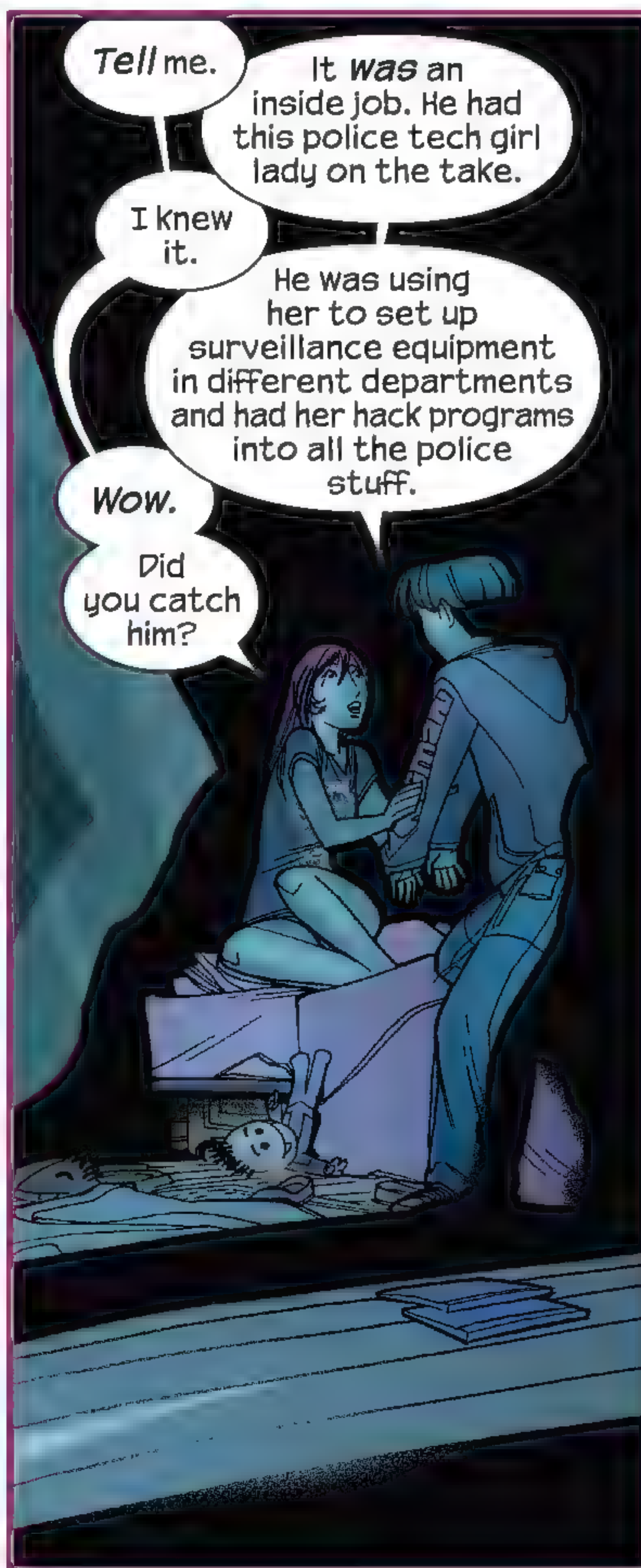
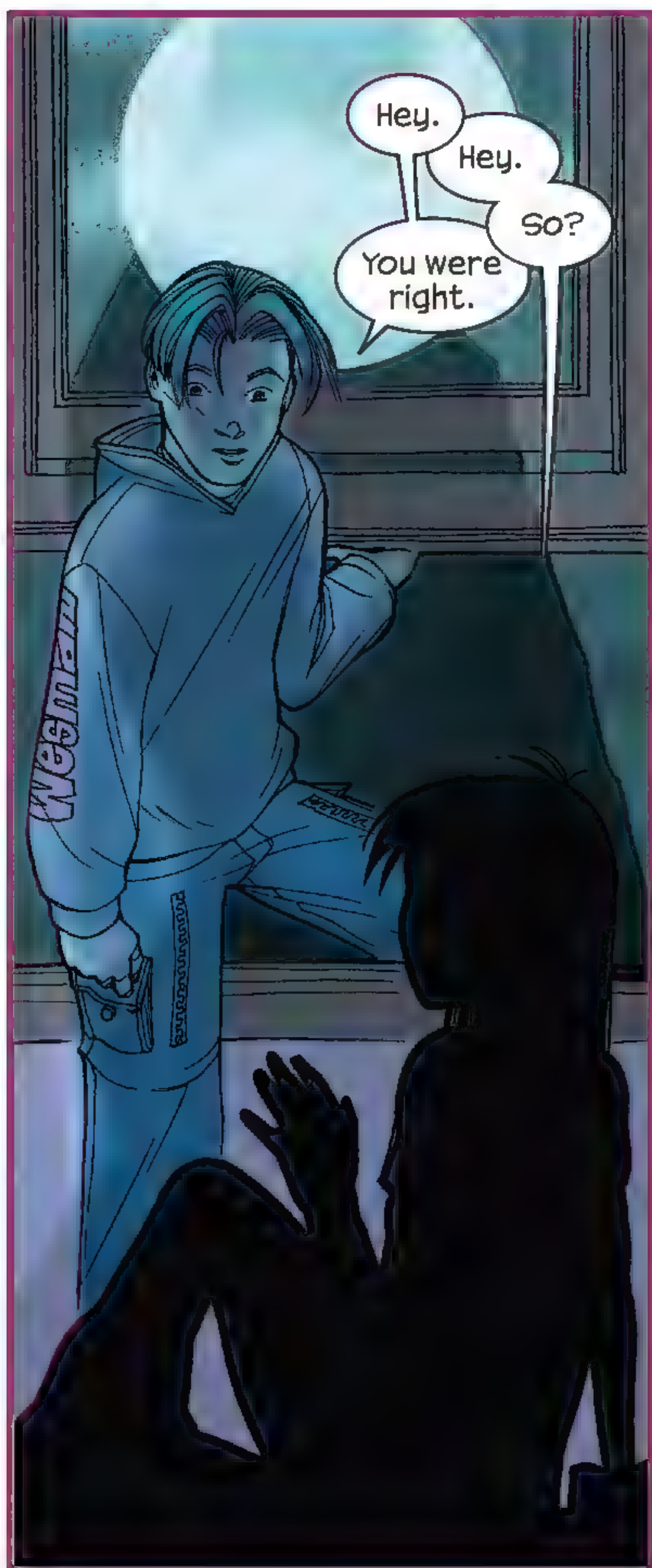
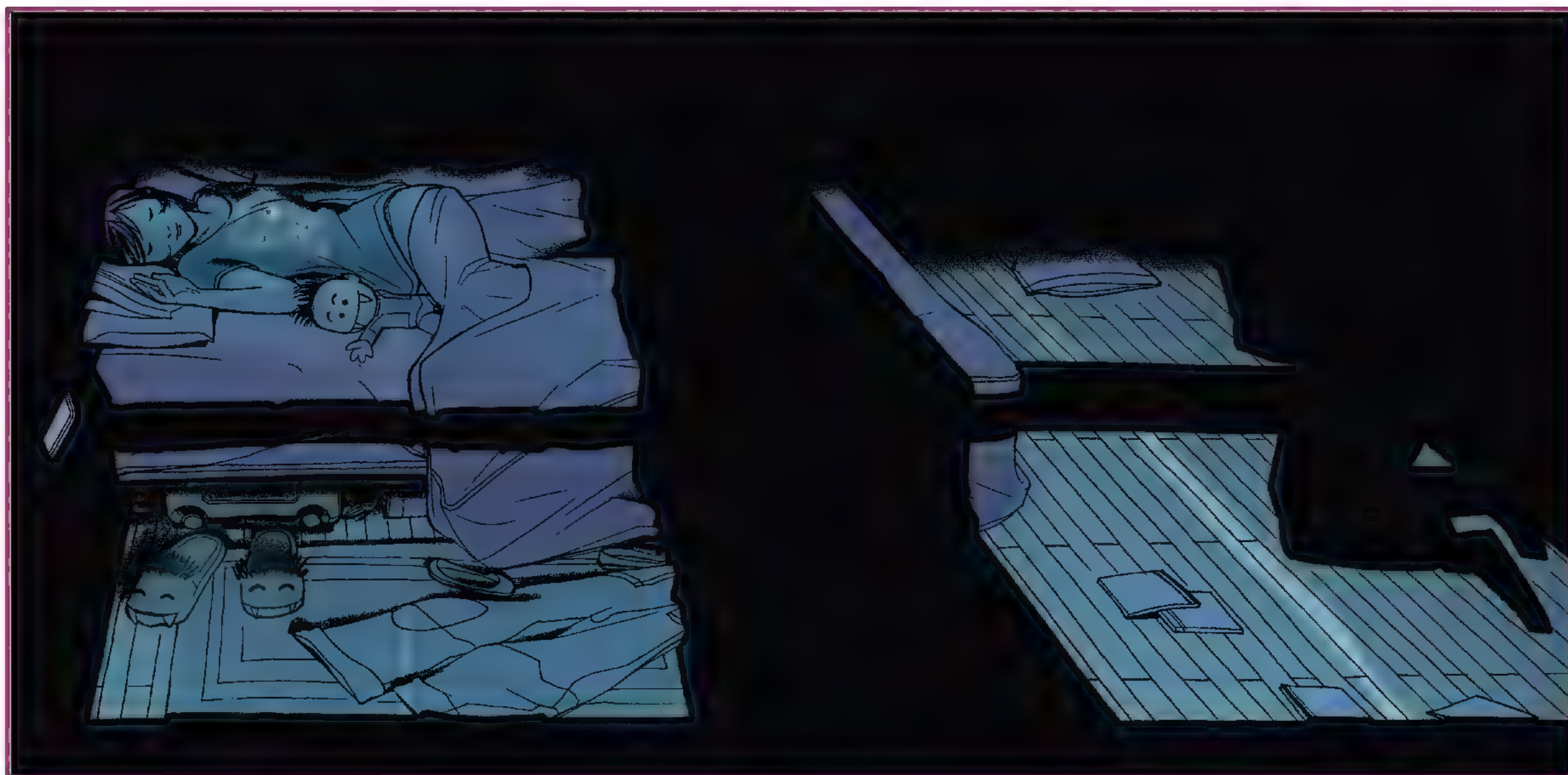
It means
it's time to
lie low.

It means-
damn, it means
they're on to
you.













I told you about that?

Yes, you did.

I forgot.

Well, with all the spiders and goblins and octopi...

MJ, am I Flash?

No.

In *any* way?

Didn't you say, we've been through so much...



Yes.

You'd think I'd actually break up with you because you want to wait to do something I was giving you no pressure to do in the first place?

You want to.

Oh, I *do*.

You're a guy.

Yes, card-carrying pig, right here.

But...

I *have* to get the credit I deserve here.

I haven't pushed.



Okay. But, this Spider-Man stuff, really...any time we're together could be our last and...

I know. But, really, that's true for anybody.

Yeah, but you have *buildings* falling on your head.

I'm not breaking up with you. I'm not pushing this. I'm okay.

I'm- I'm more than okay.

I- I want to *marry* you.



I'd marry you.

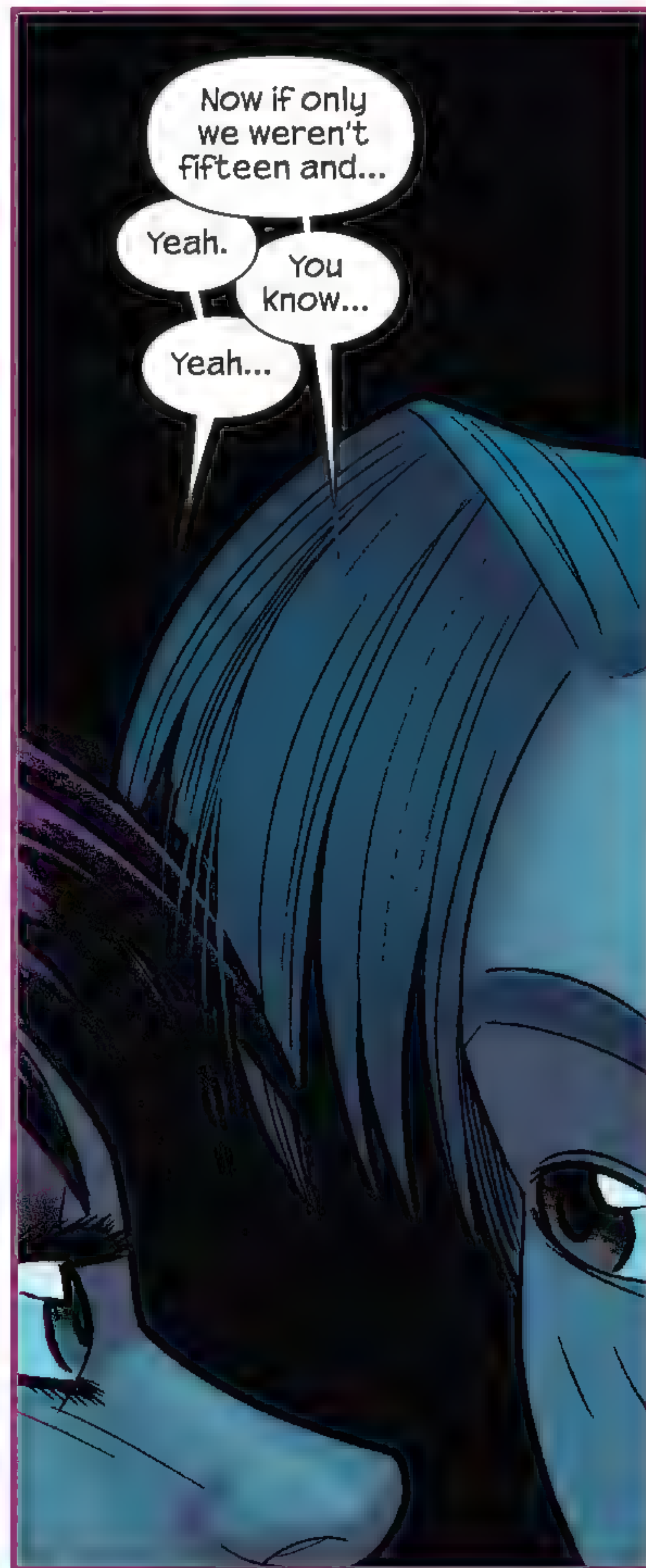
That was until I got a load of the pink in this room.

Don't joke.



I would. I would *totally* marry you.

If I live to be a thousand, I'll never meet anyone I like or love more.

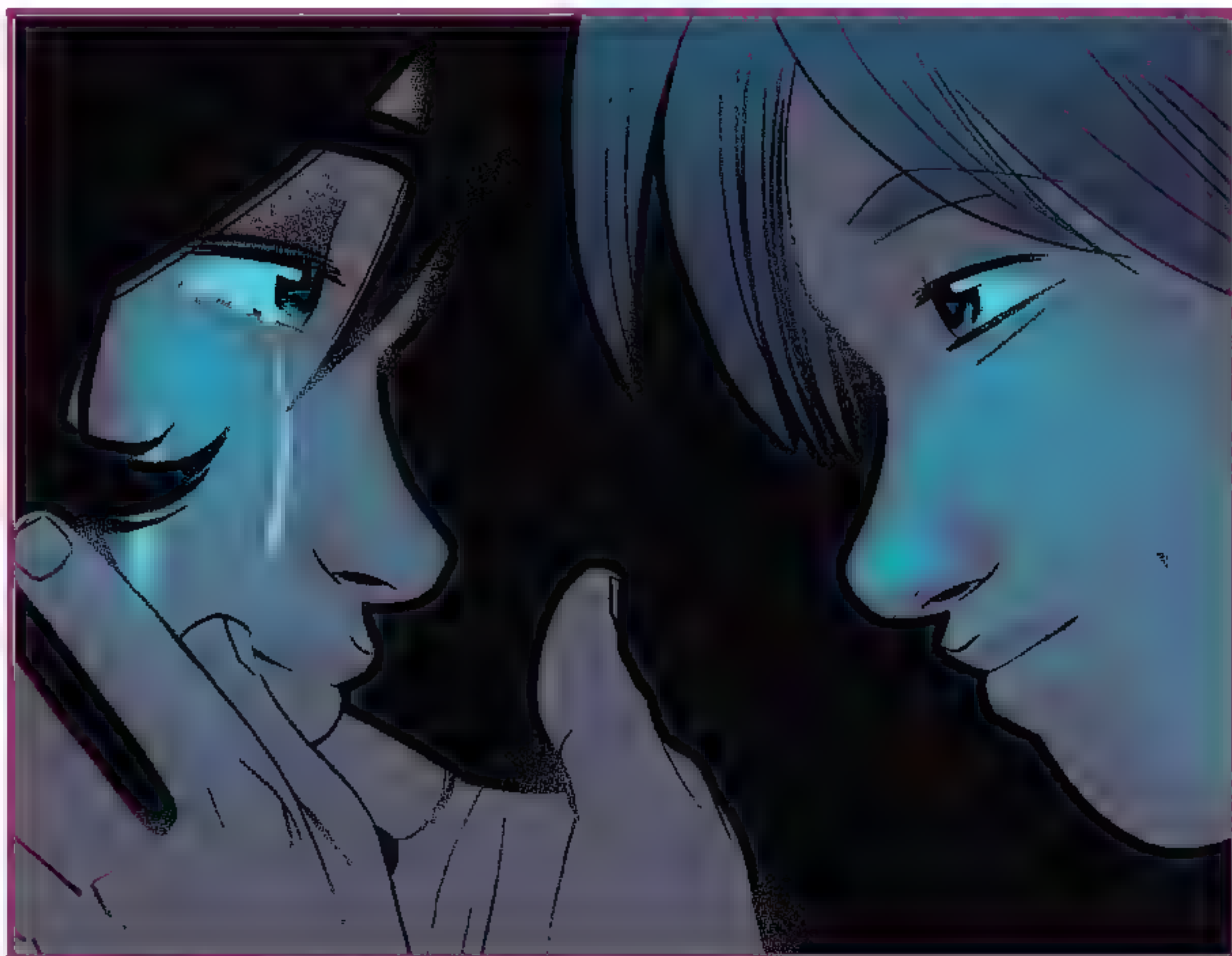


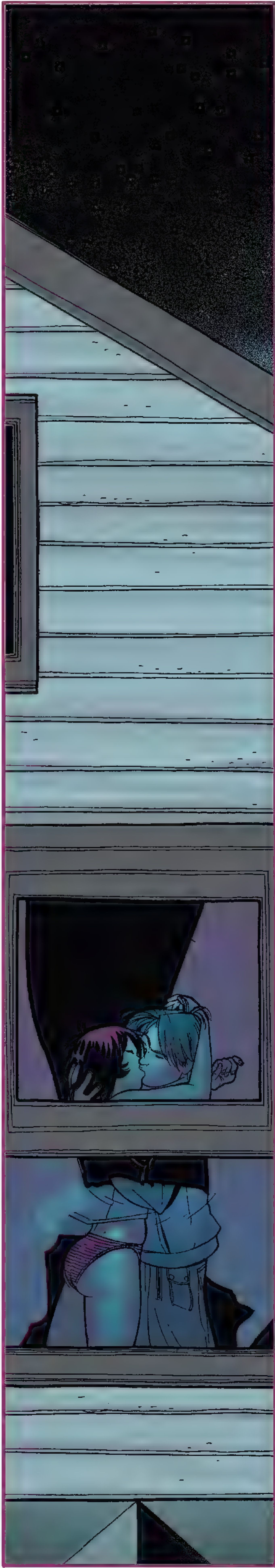
Now if only we weren't fifteen and...

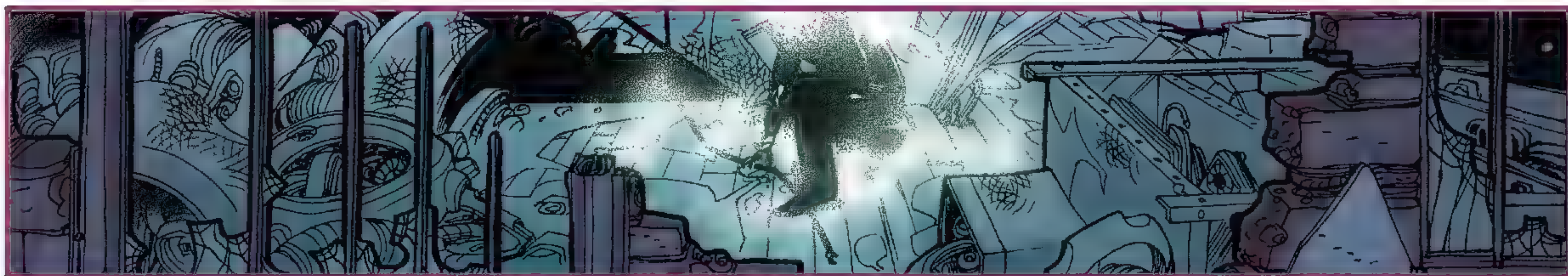
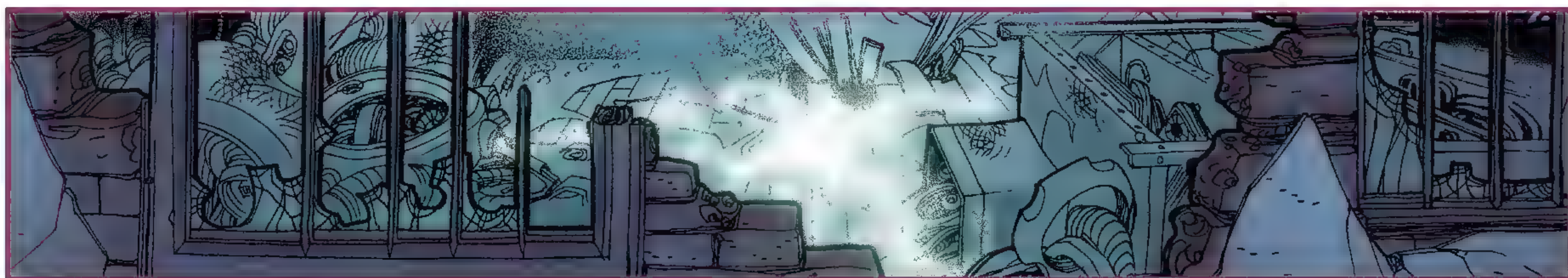
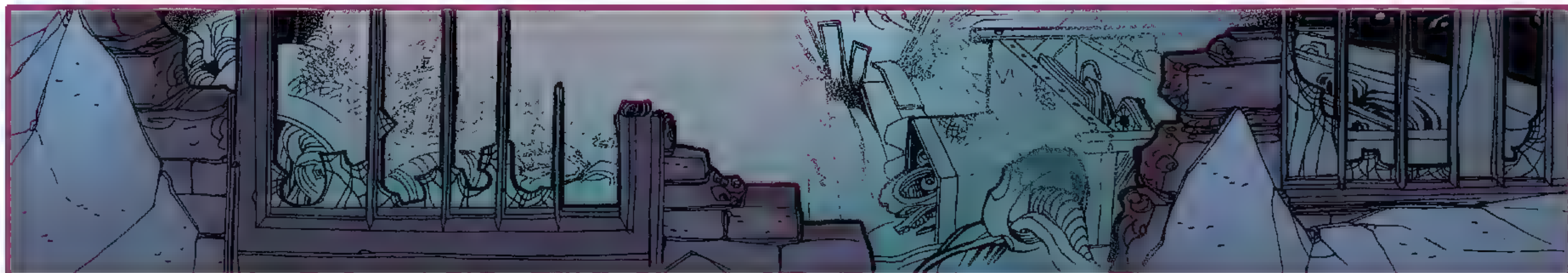
Yeah.

You know...

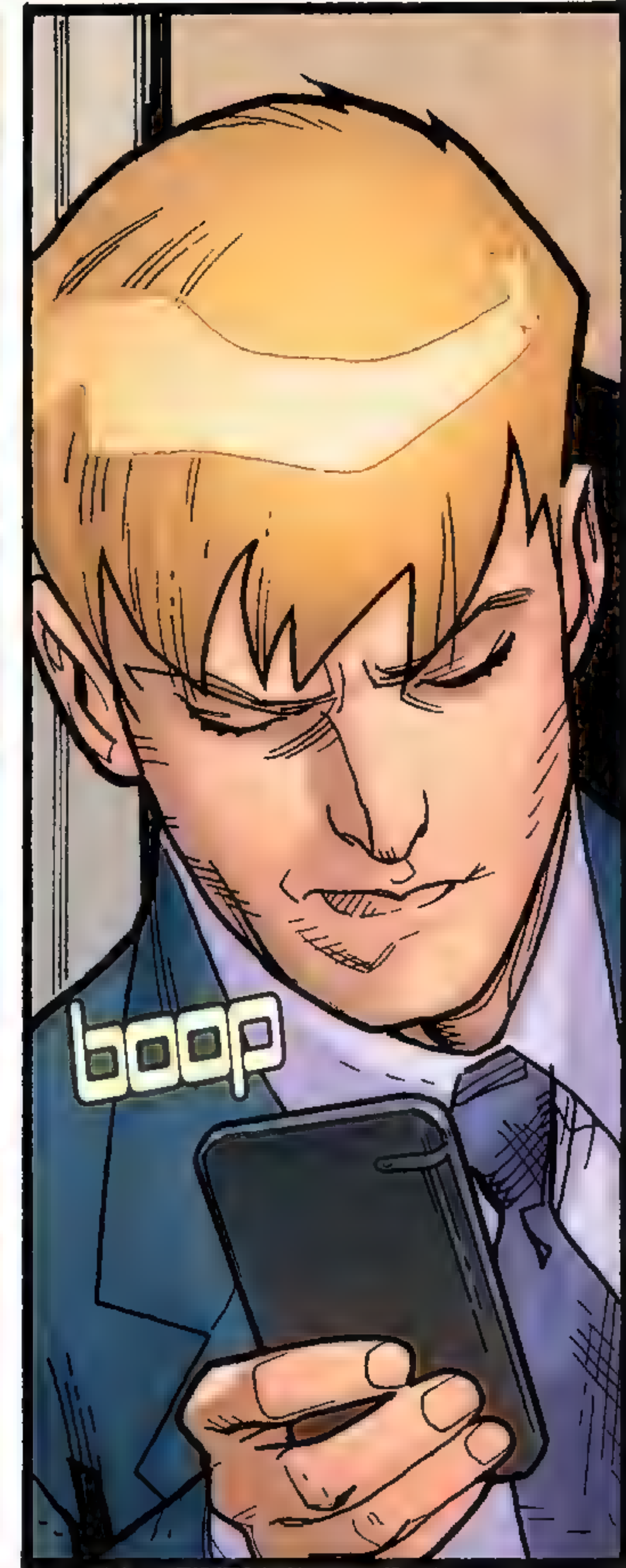
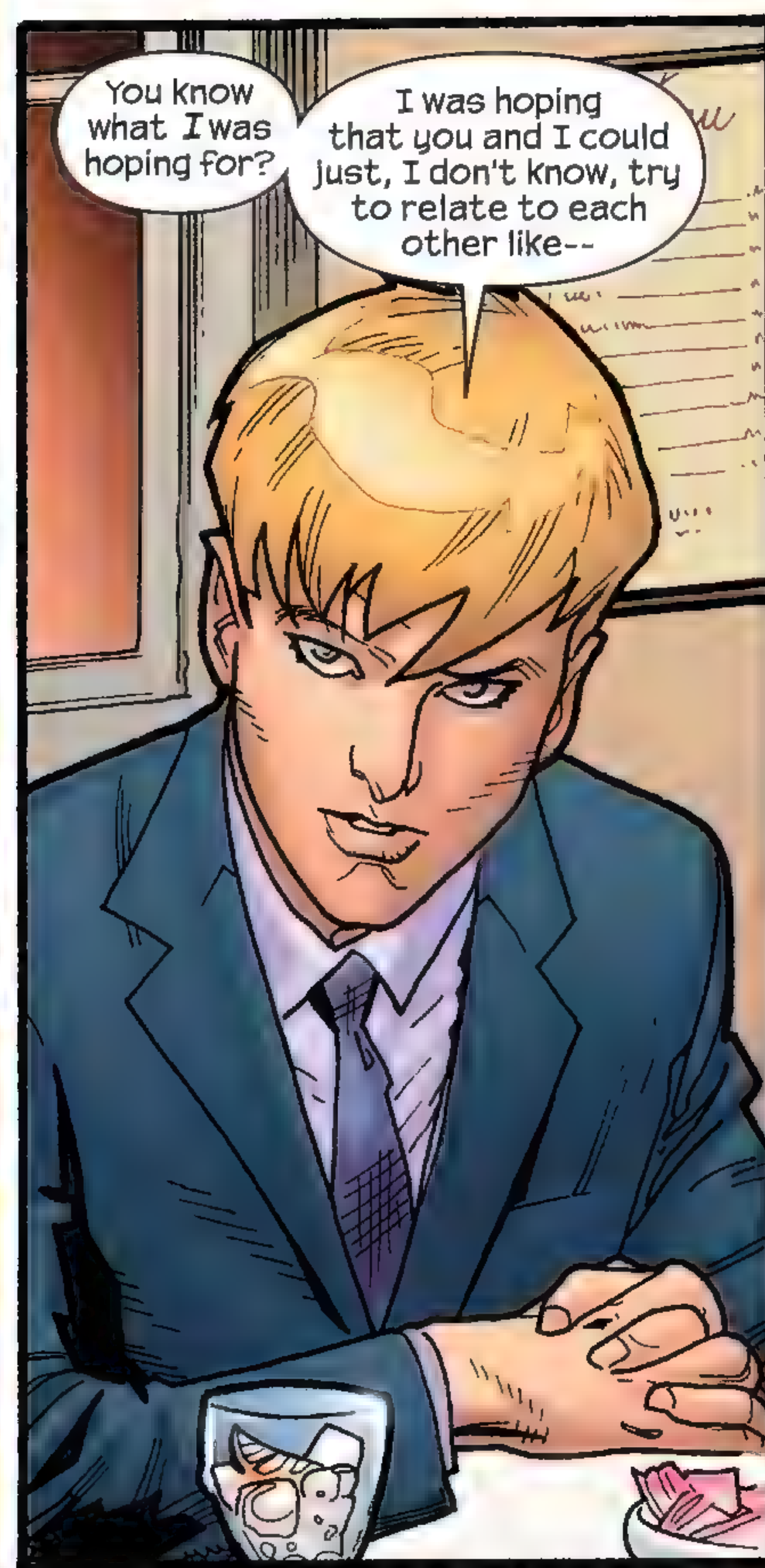
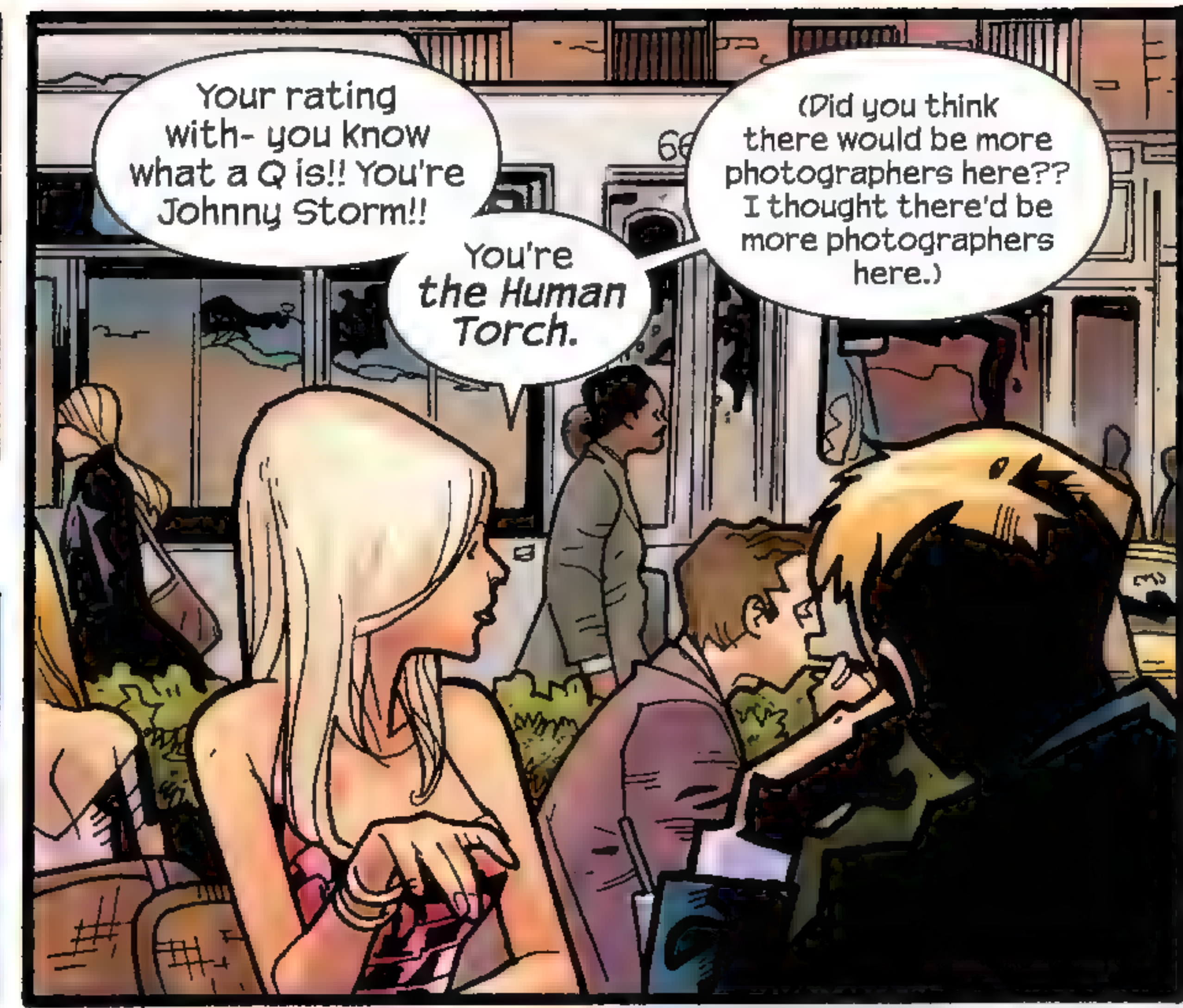
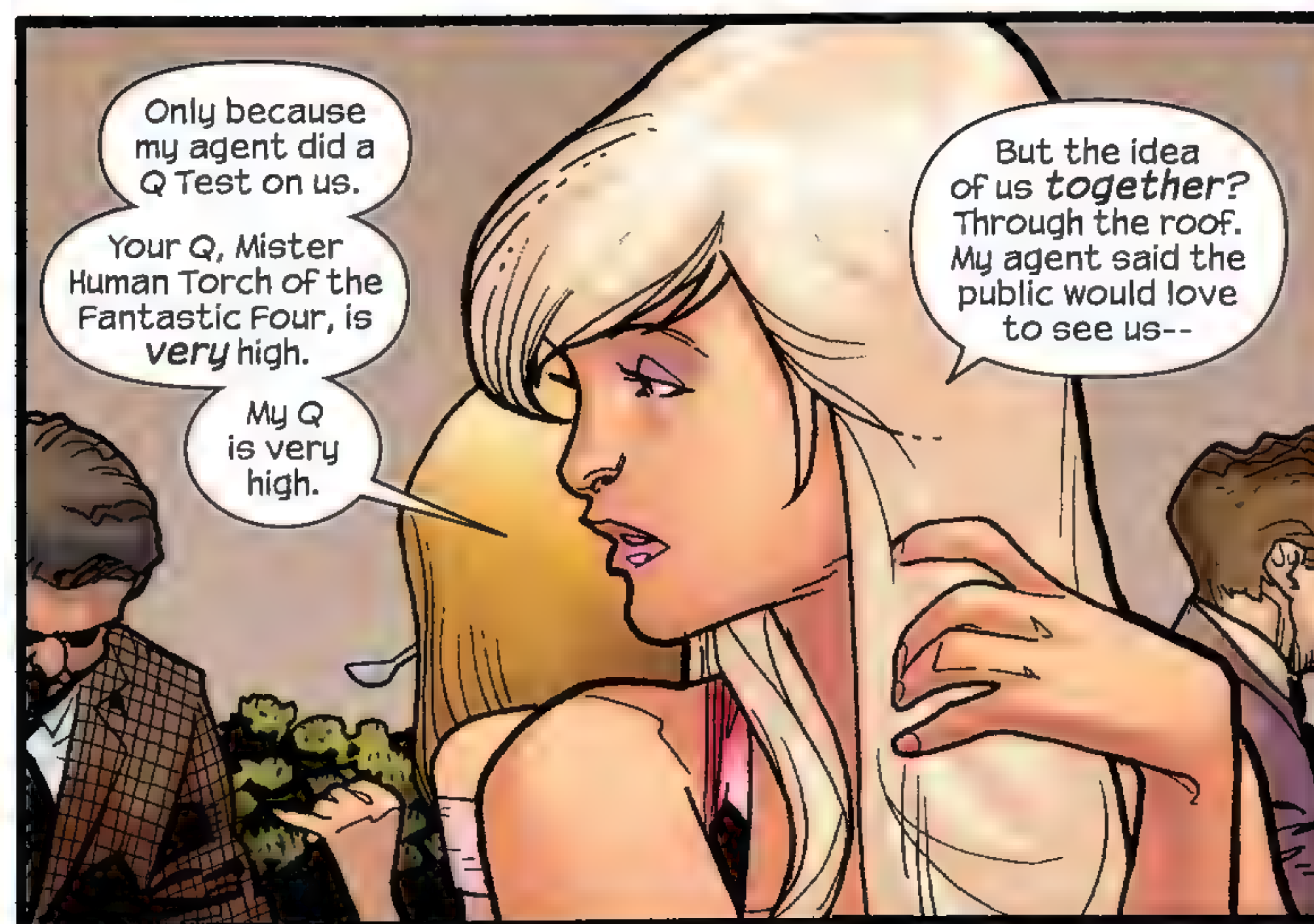
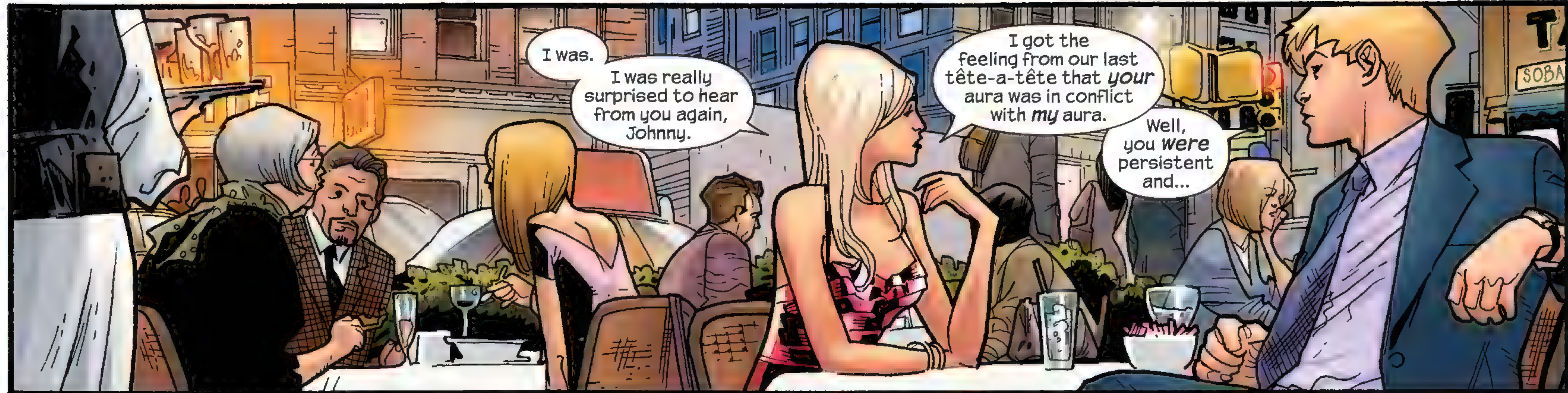
Yeah...

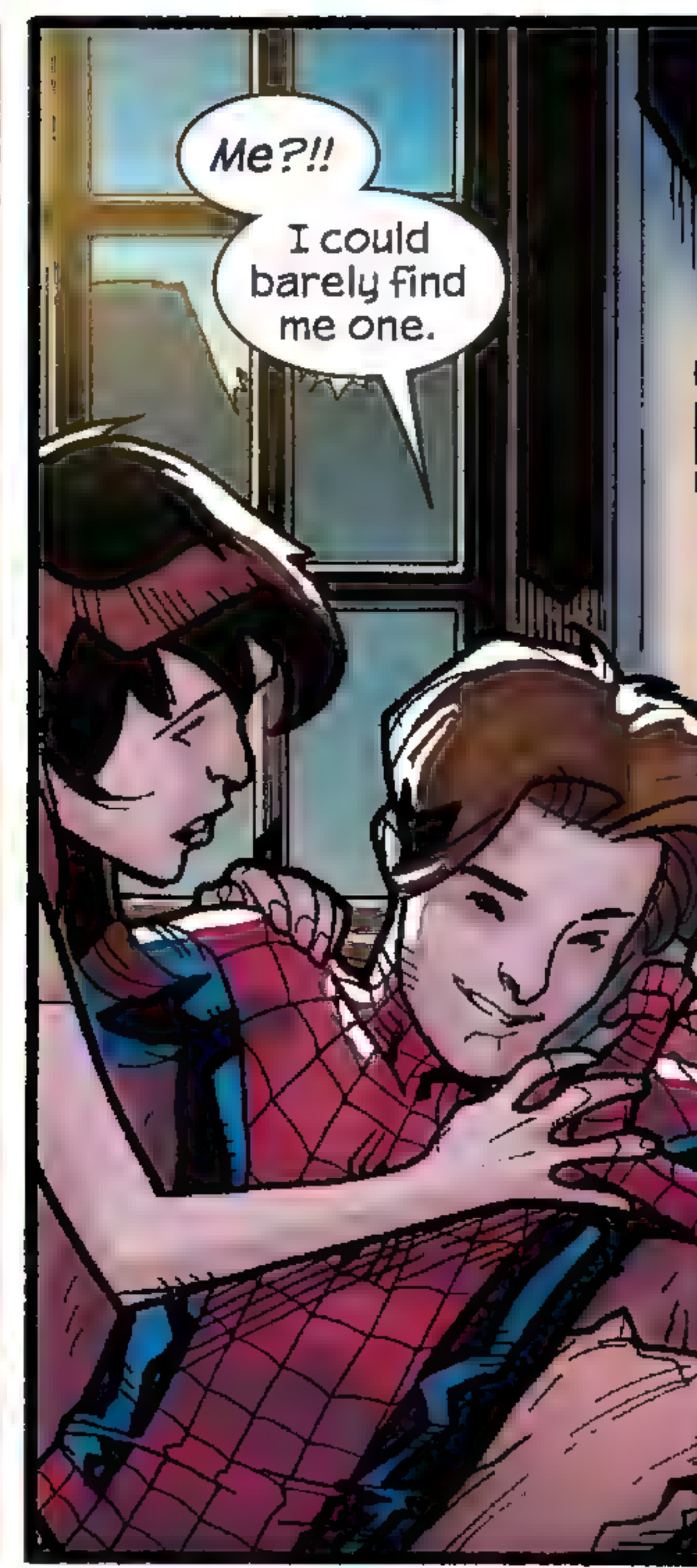
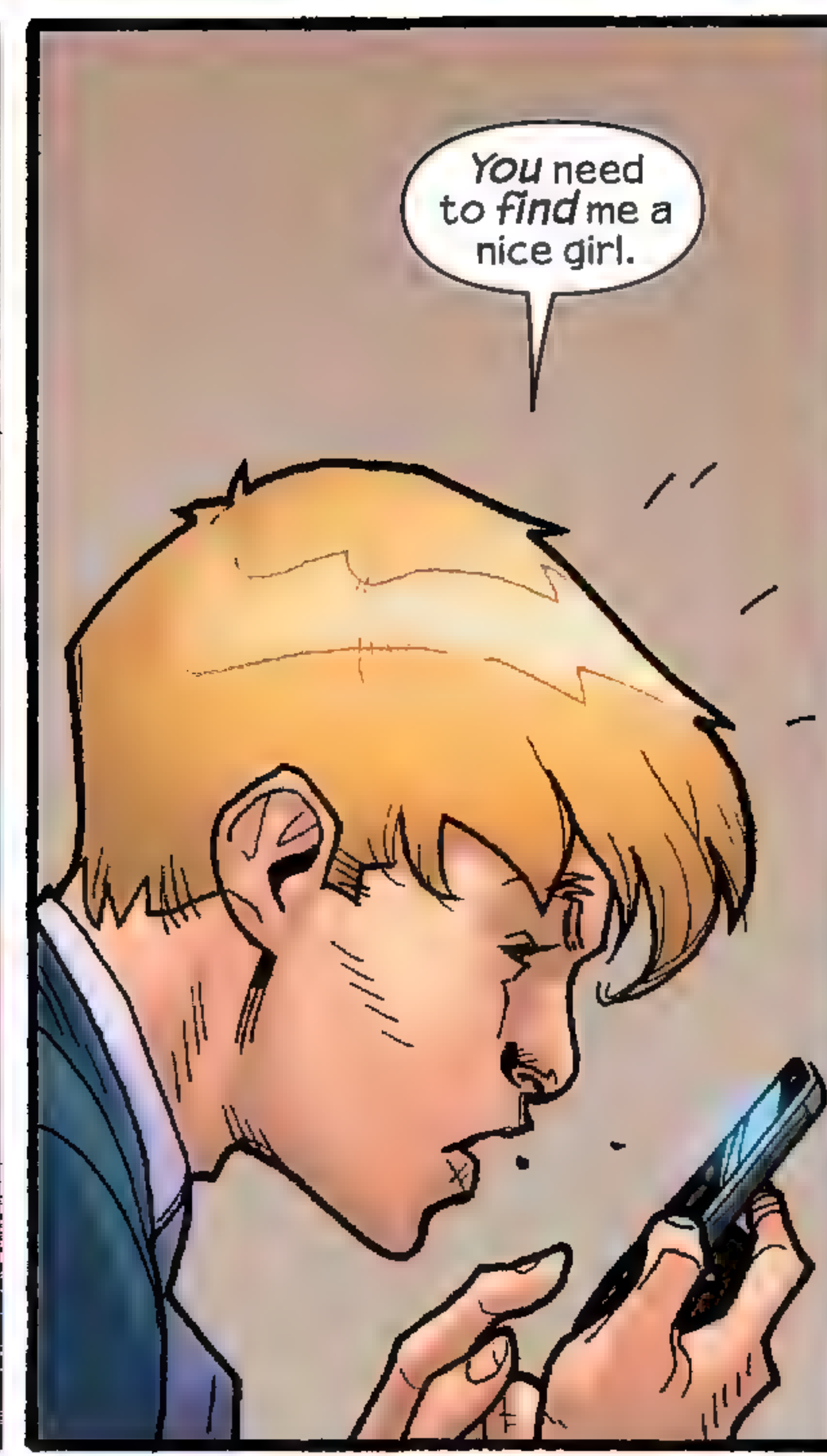
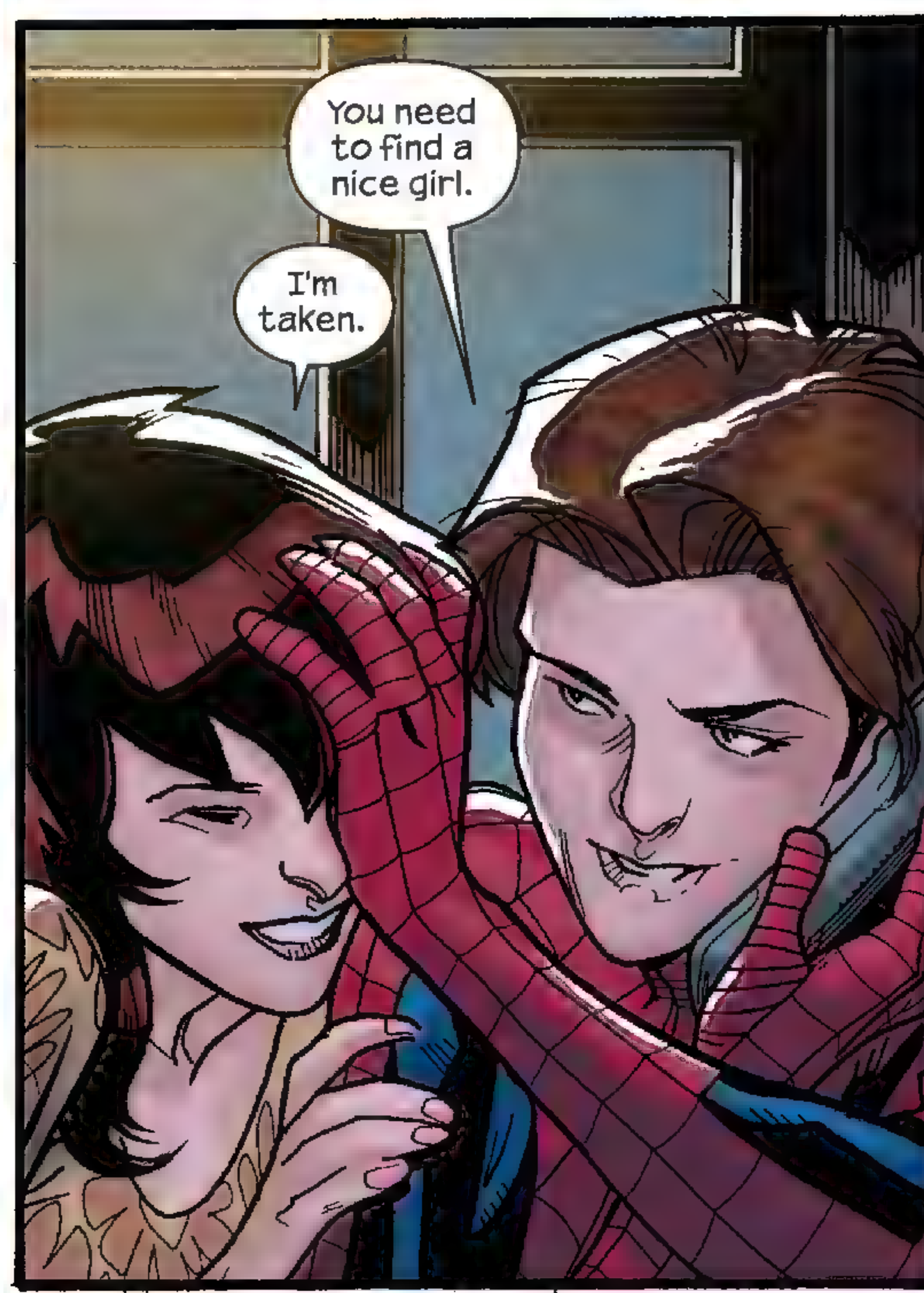
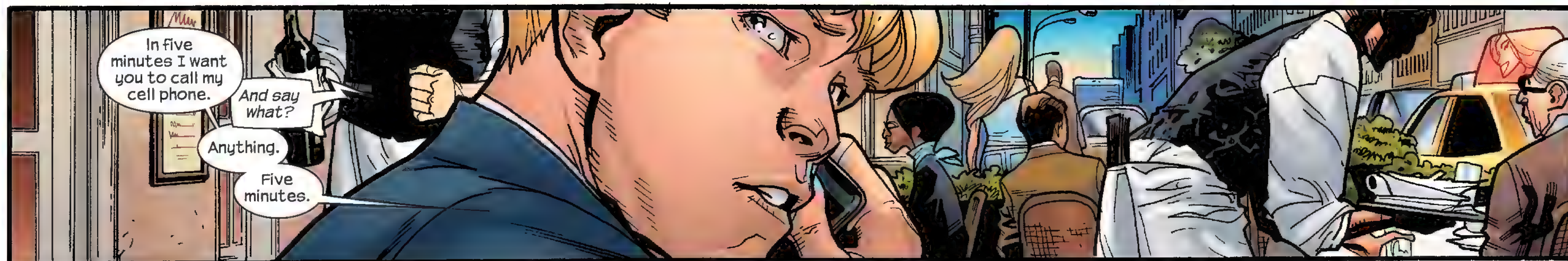
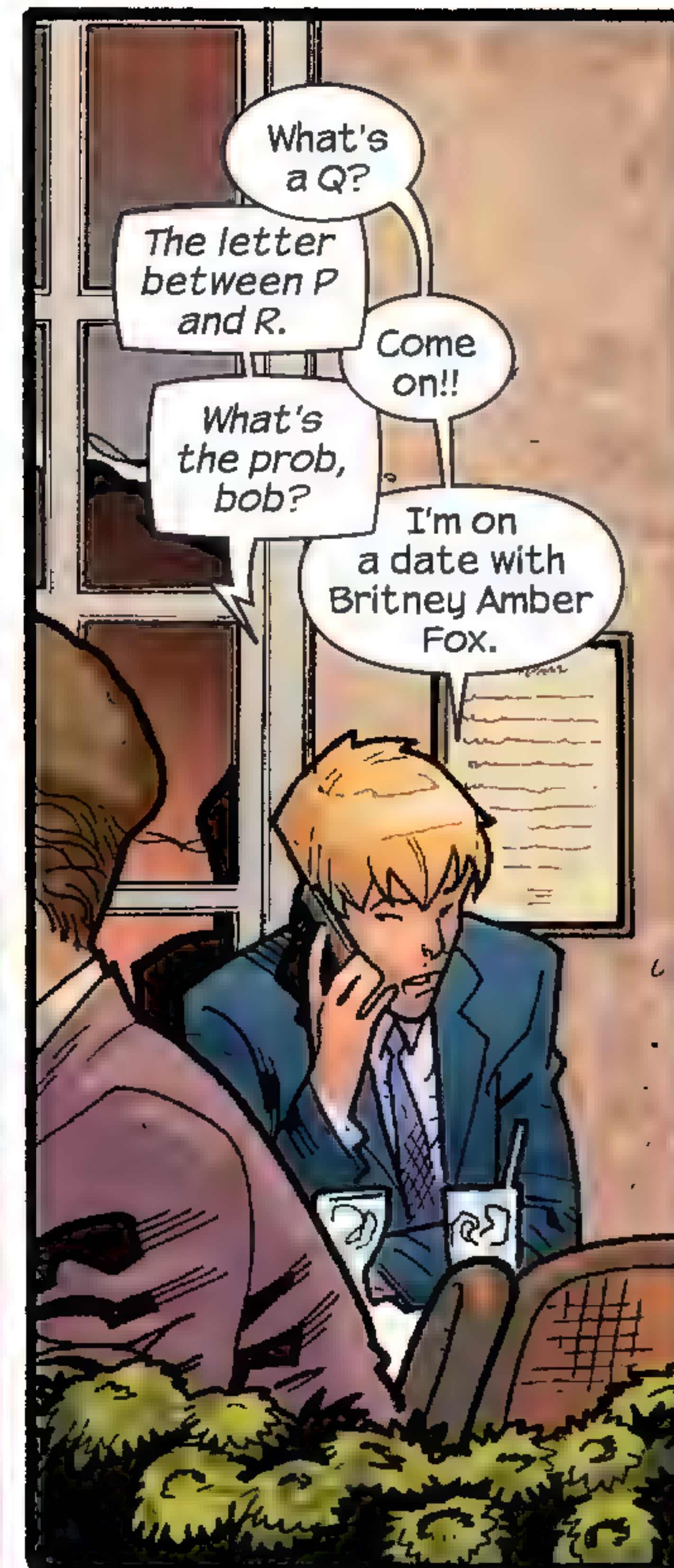
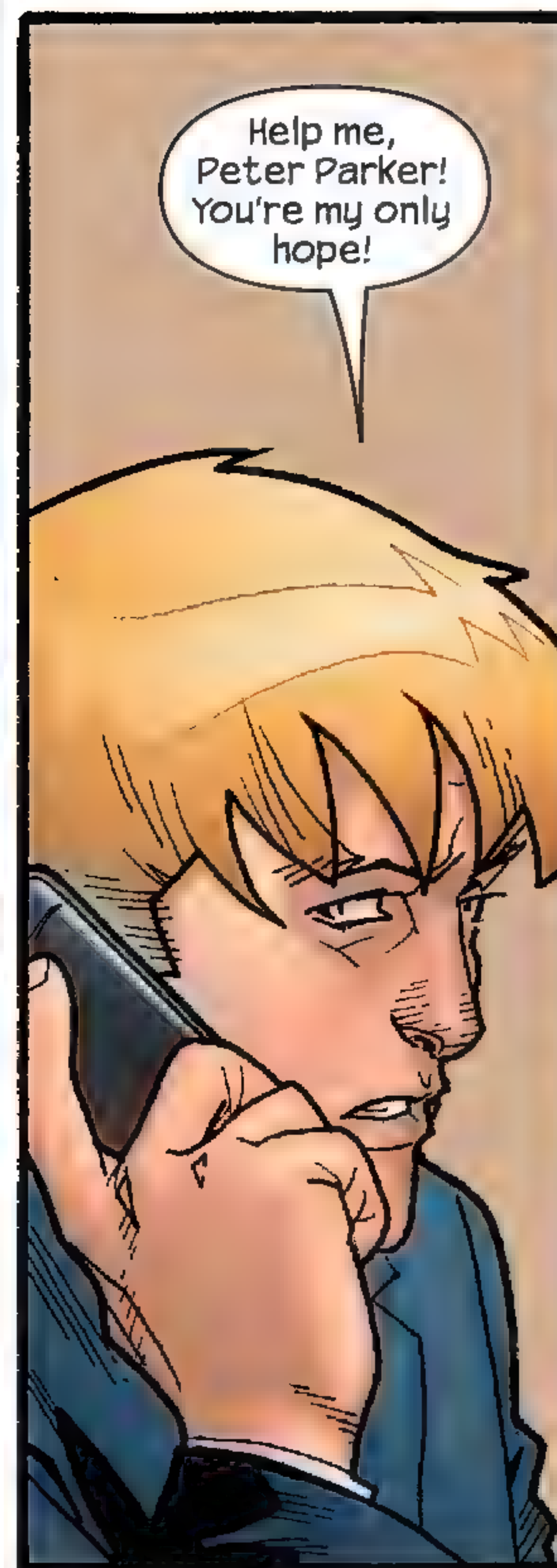


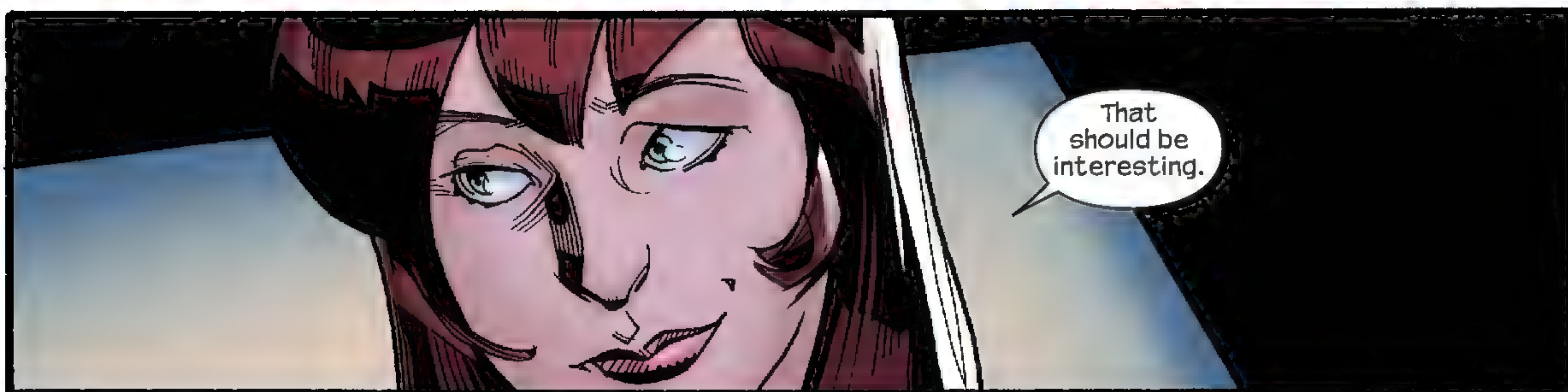


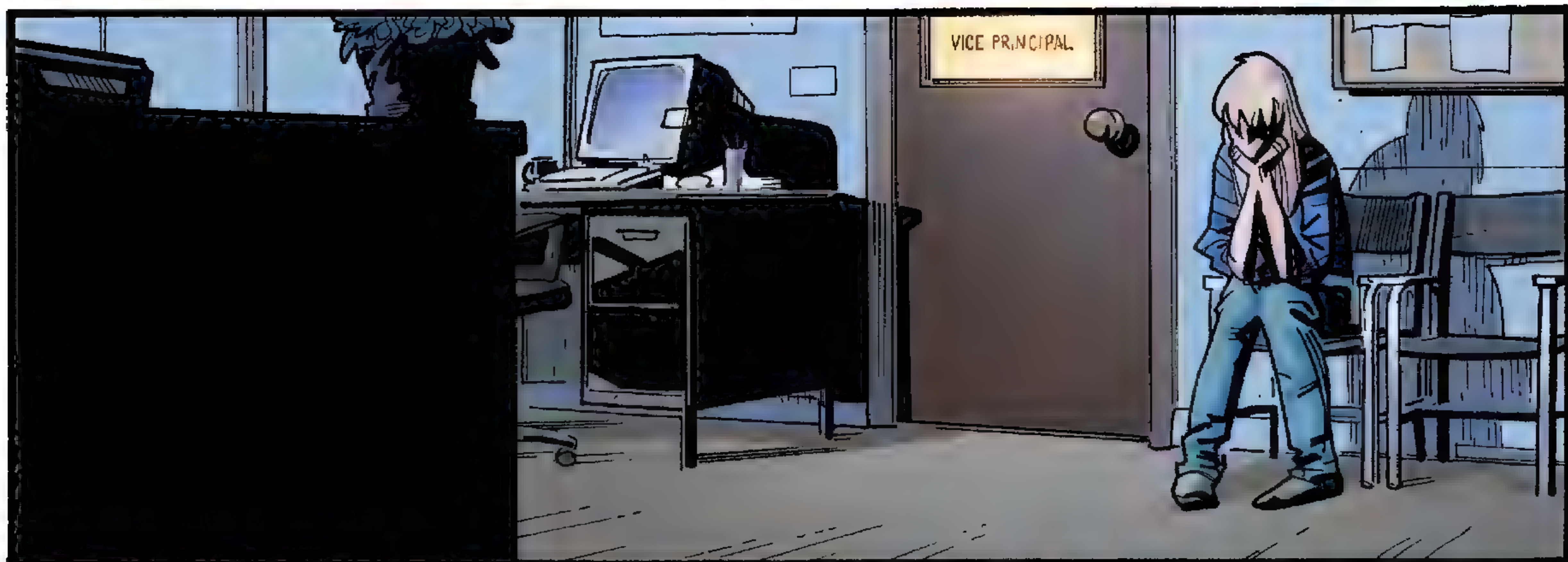
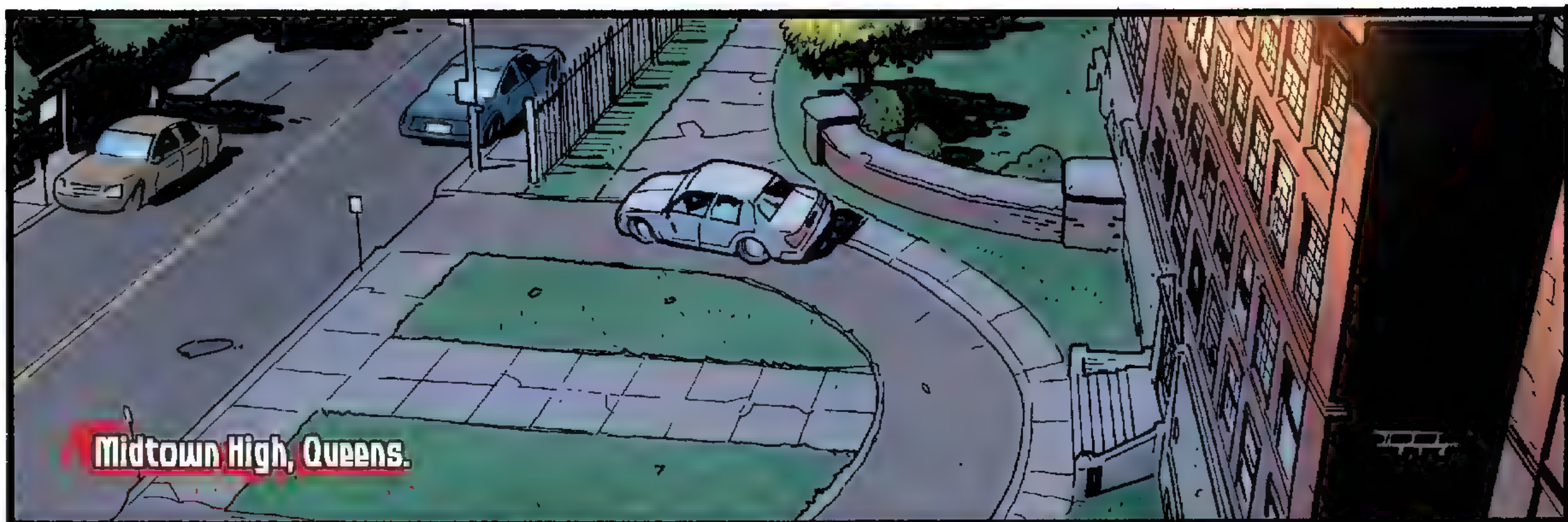


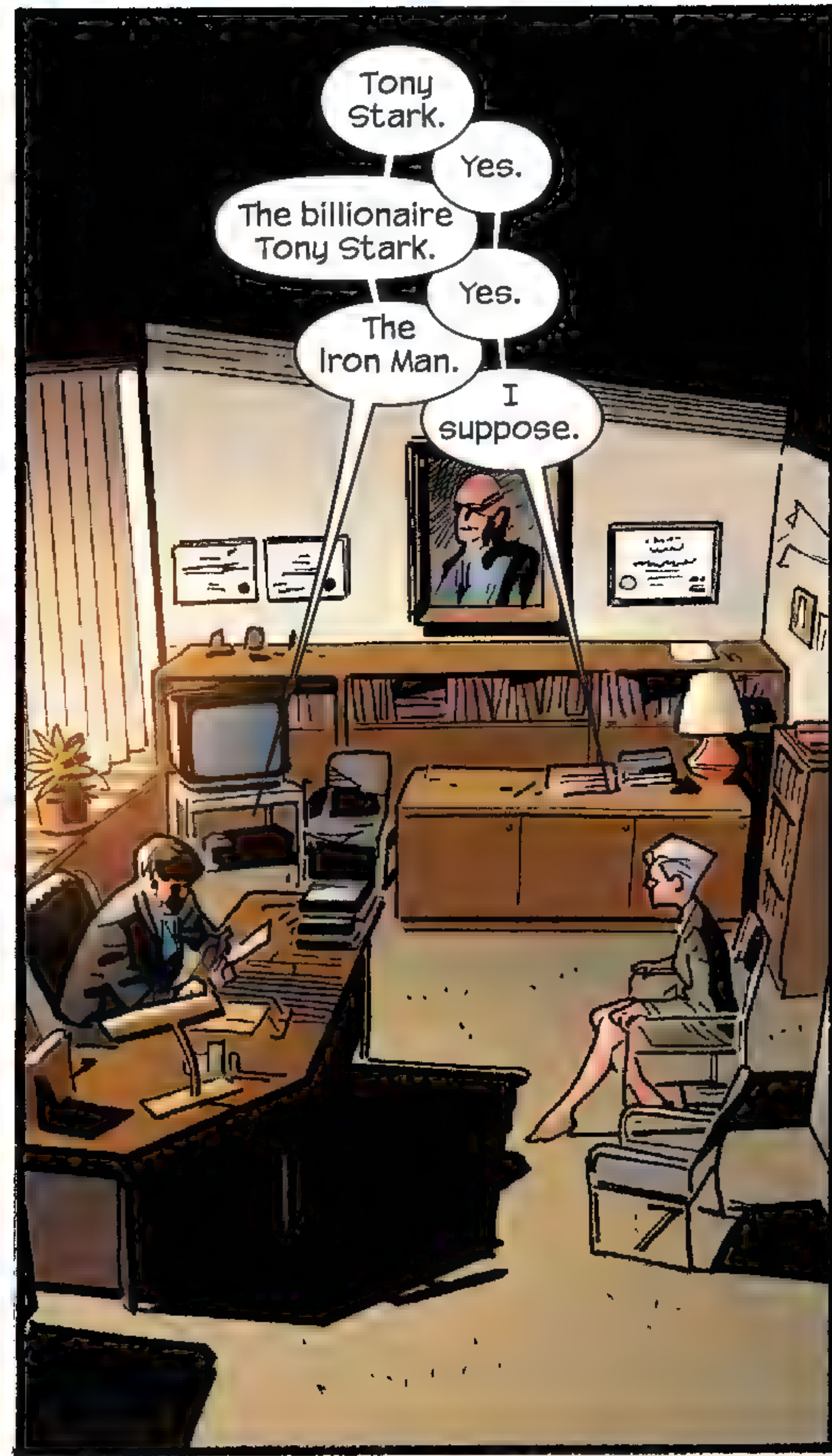














I- I don't know him.

He was involved with Gwen's... predicament.



Whatever *that* was.

Yes. Well, obviously, I know as much as you do about such things...

Do you?

Yes. I understand this is beyond odd.

"Beyond odd." What am I supposed to do with all this?



Let her back into class.

Back into her studies. Let her have a chance at some sort of normal life.



Normal life???

This school-- there's nothing *normal* about it!!

Mutants, Spider-Man, the Osborn family...

Normal??!!

They're voting to shut the *entire* school down.



What?



The school board wants to close our doors and I think they're *going* to.

They have budget cuts to make and this school, thanks to this damn Spider-Man, is a *disaster*.

No one feels *safe* here!! no one feels--

And here *you* come with a girl back from the dead and a note from Iron Man.

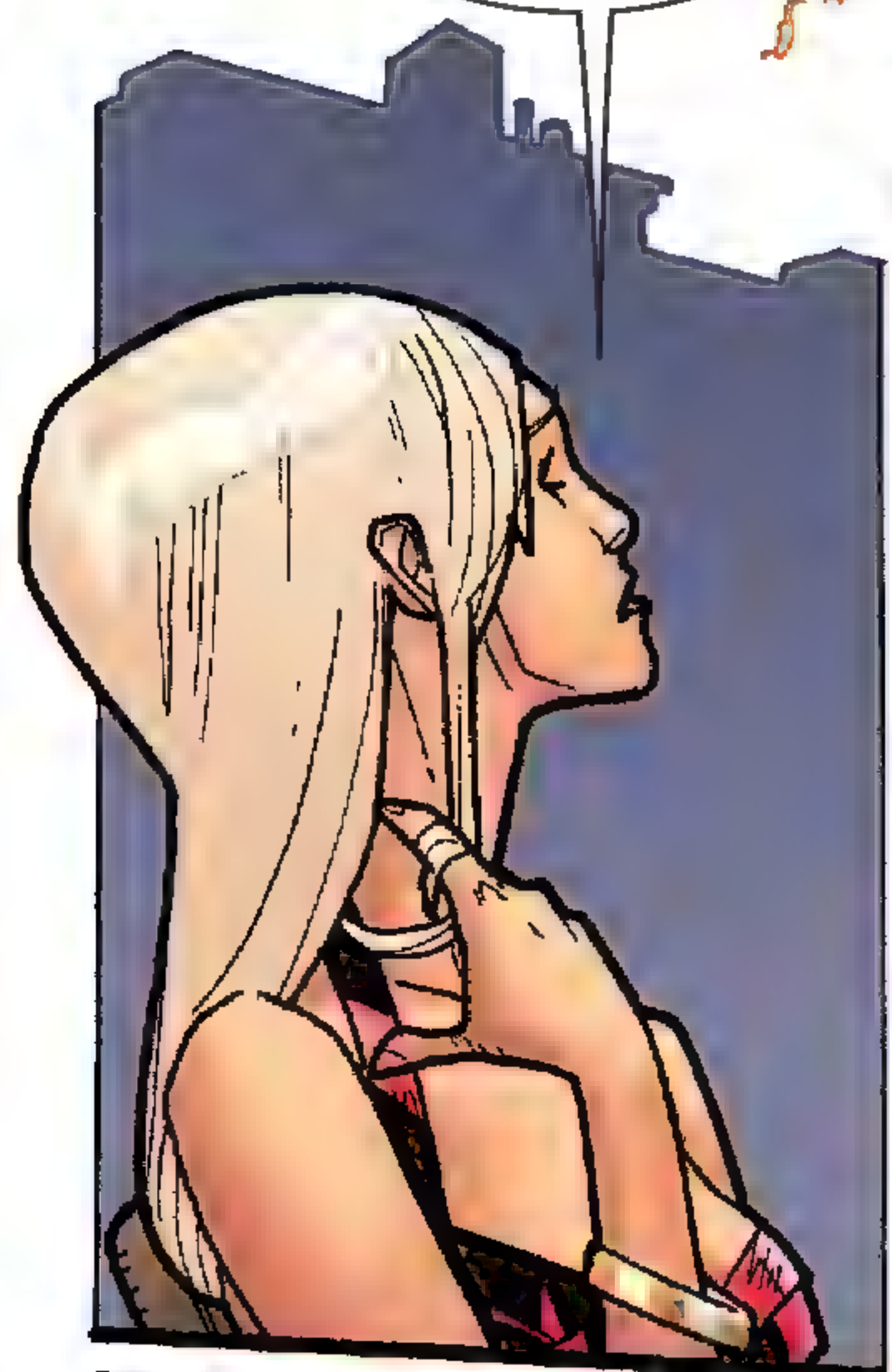


Obviously...

I had no idea.



(That would have made Page Six for sure.)



Okay, I feel bad. *That* was lame.

Be a man!!

Tell her she's a nightmare!!

And she *is* a nightmare.

(With cute little dimples!)

AARGH!! Stop it!!



And the sad thing is now she'll never stop calling.

Why me? Why is she so focused on *me*?

I mean, I know I'm something else, but--

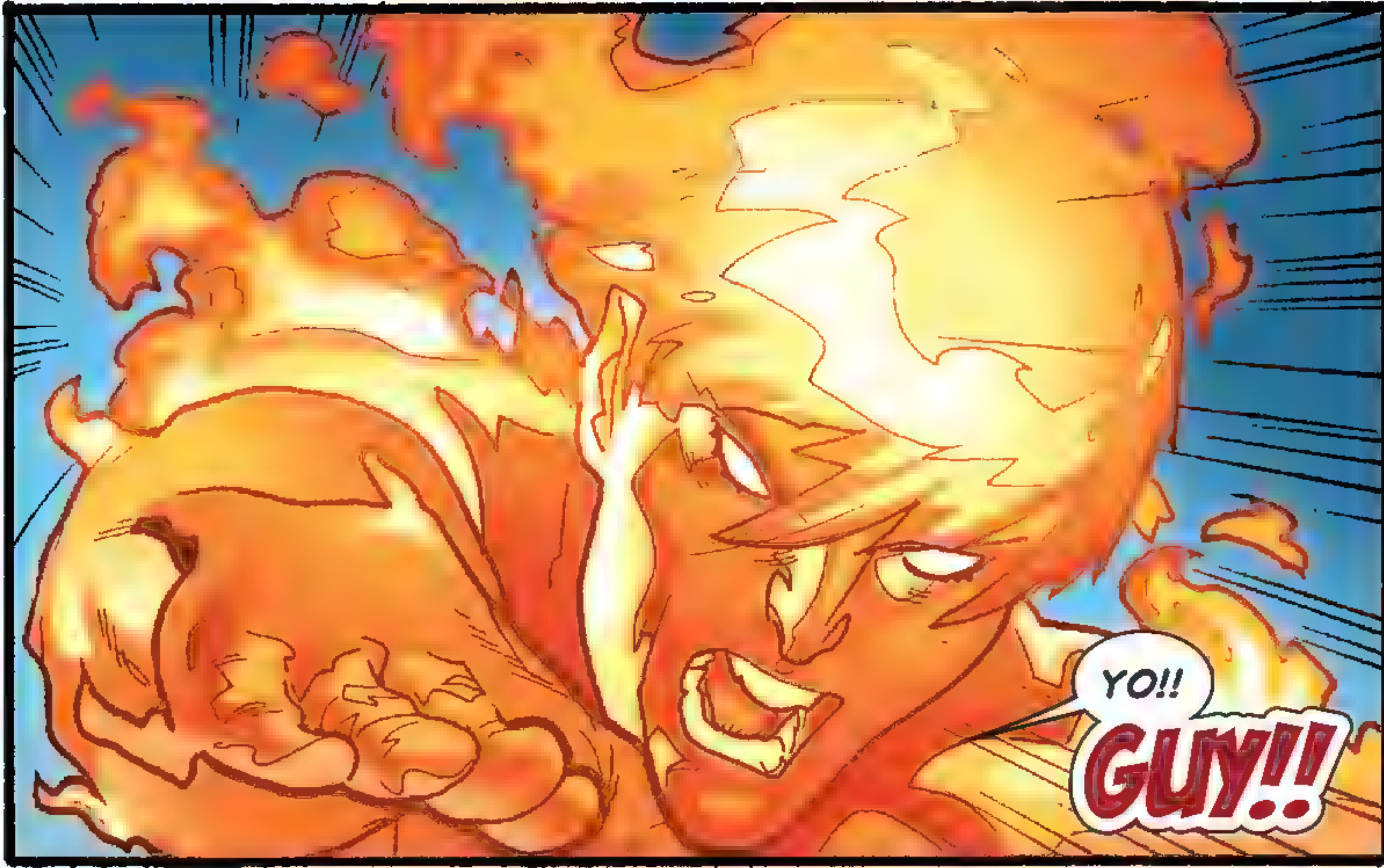


KABOOM

Kaboom?



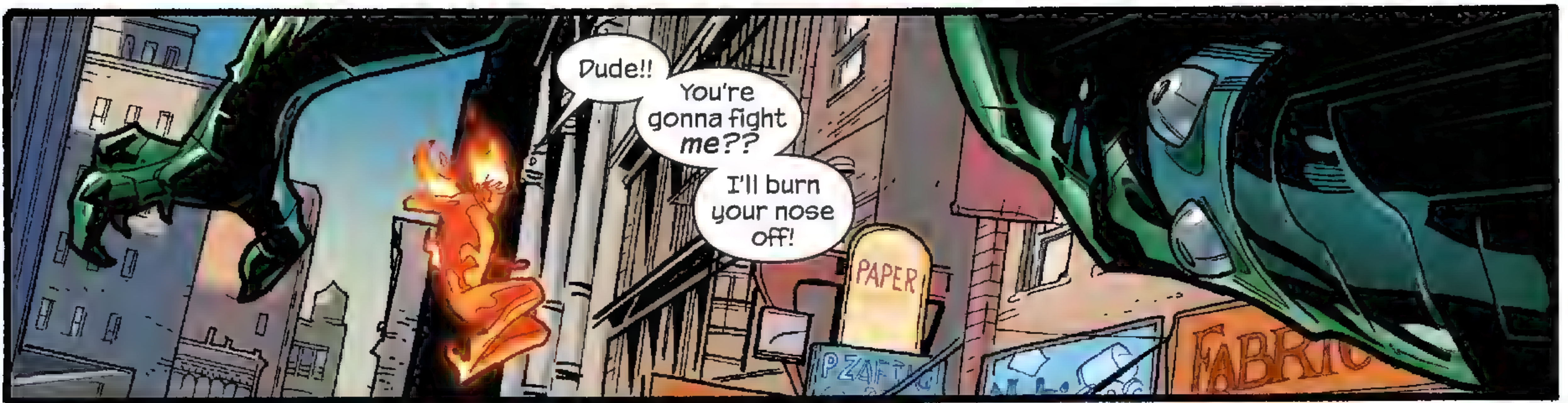
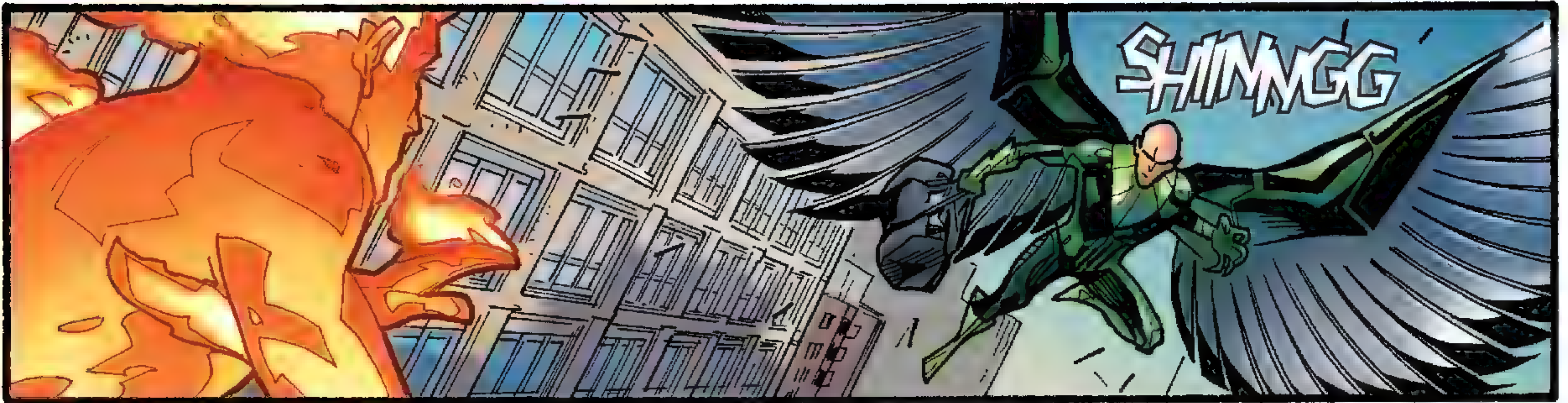
WHOA!

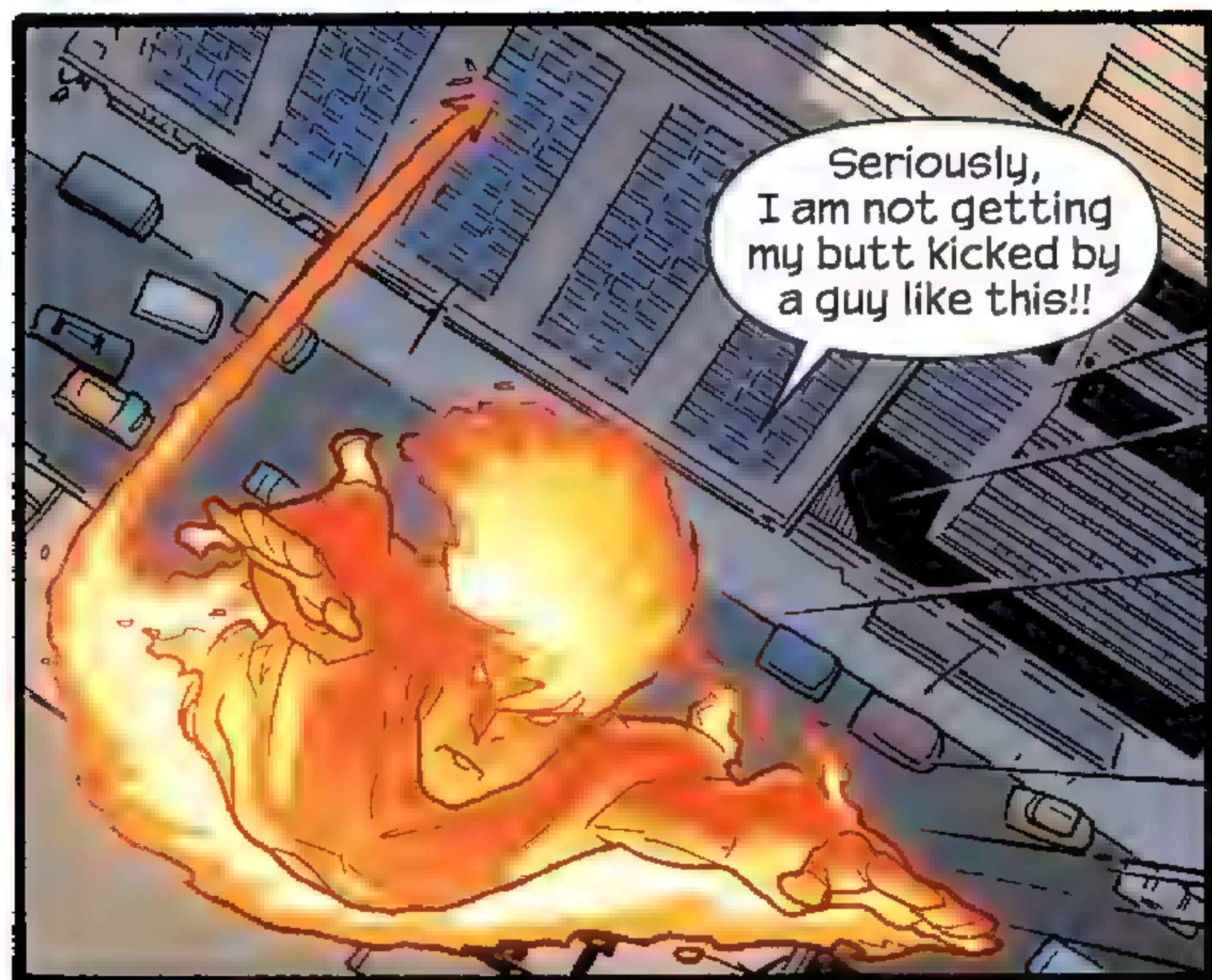
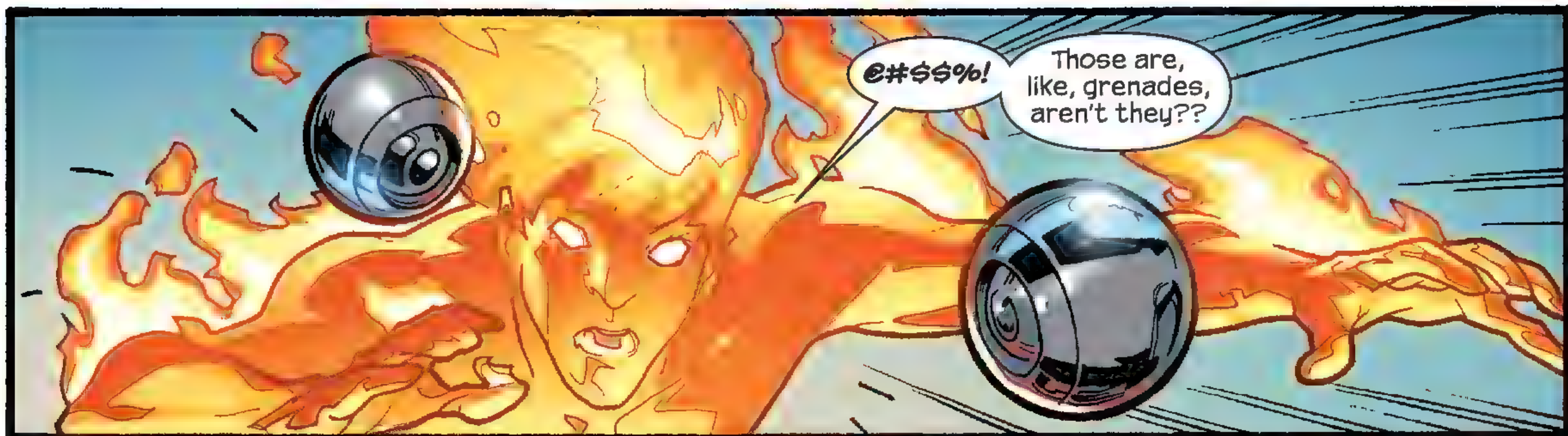


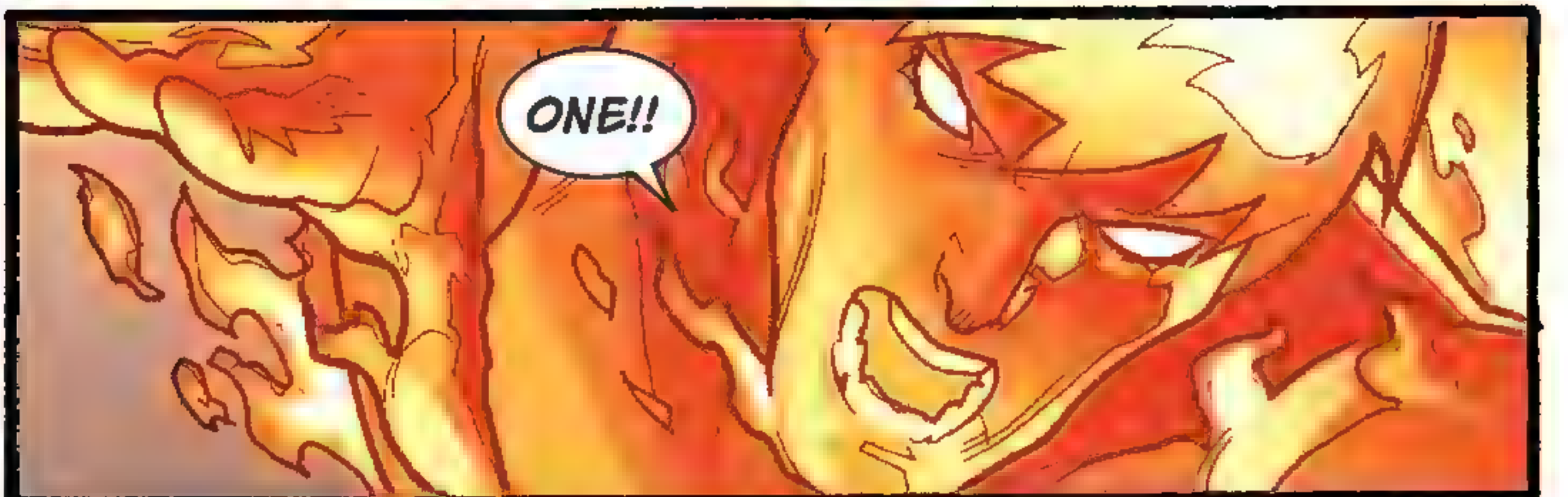
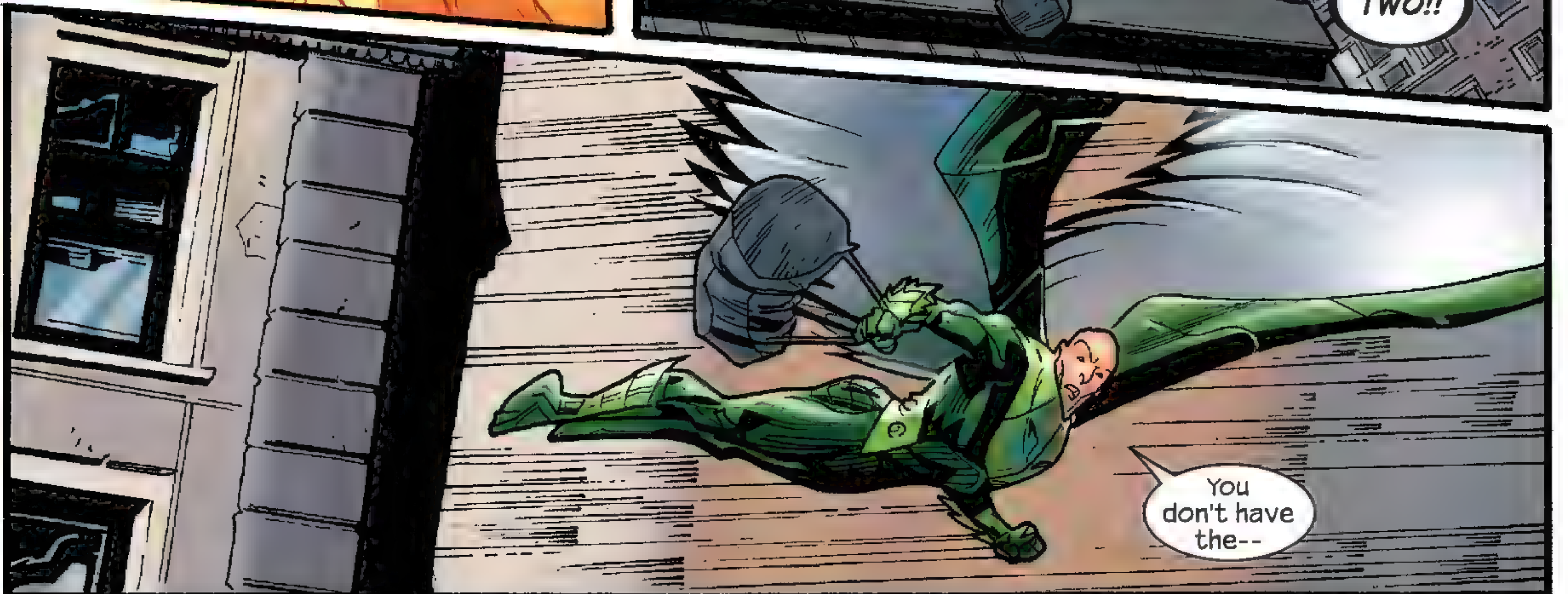
YO!! GUY!!



YEAH,
I'M TALKIN'
TO YOU!!







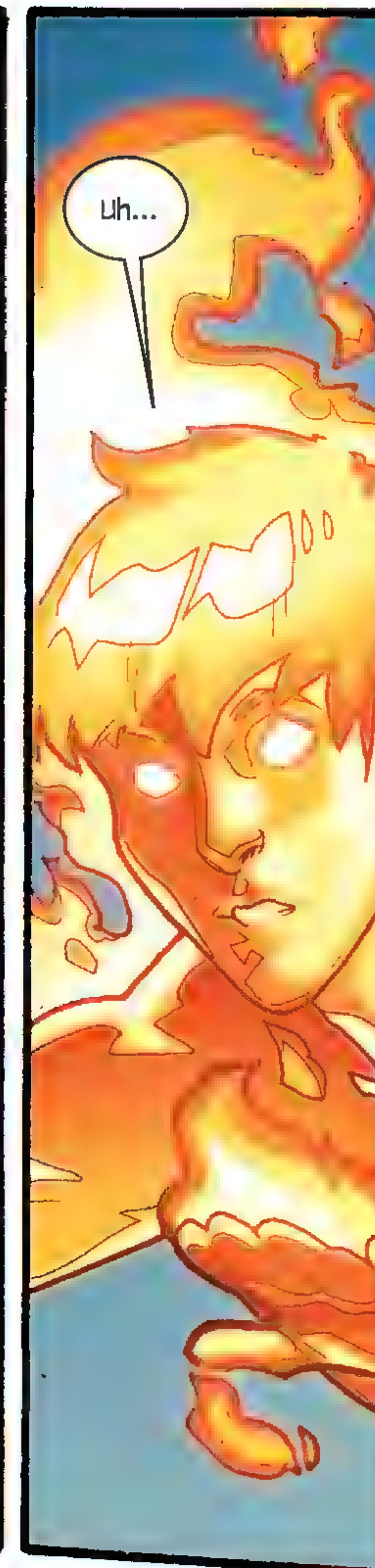


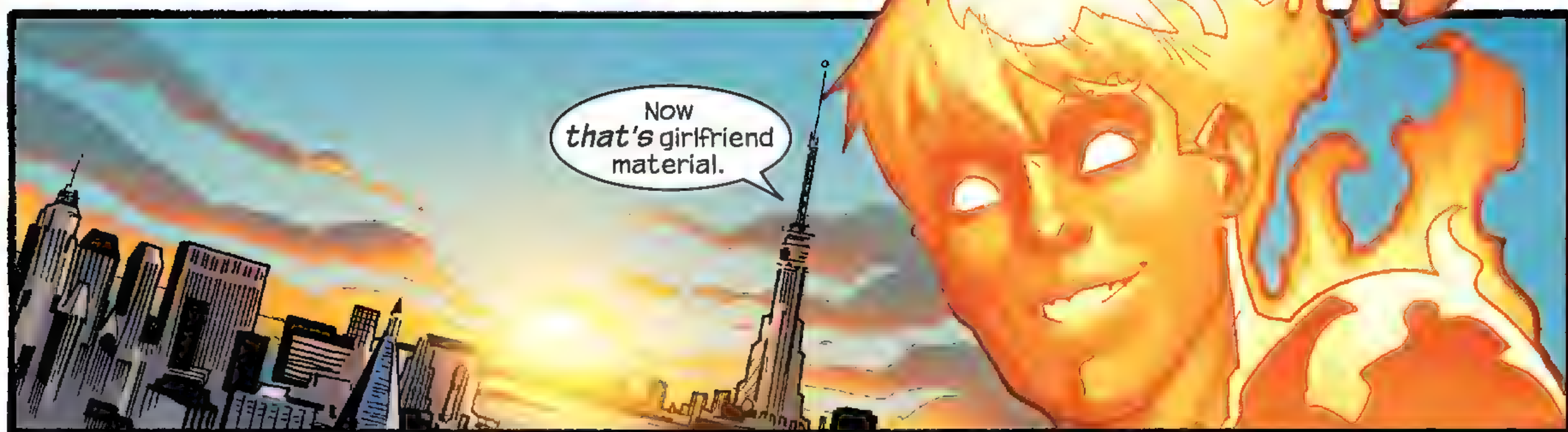
KARACK

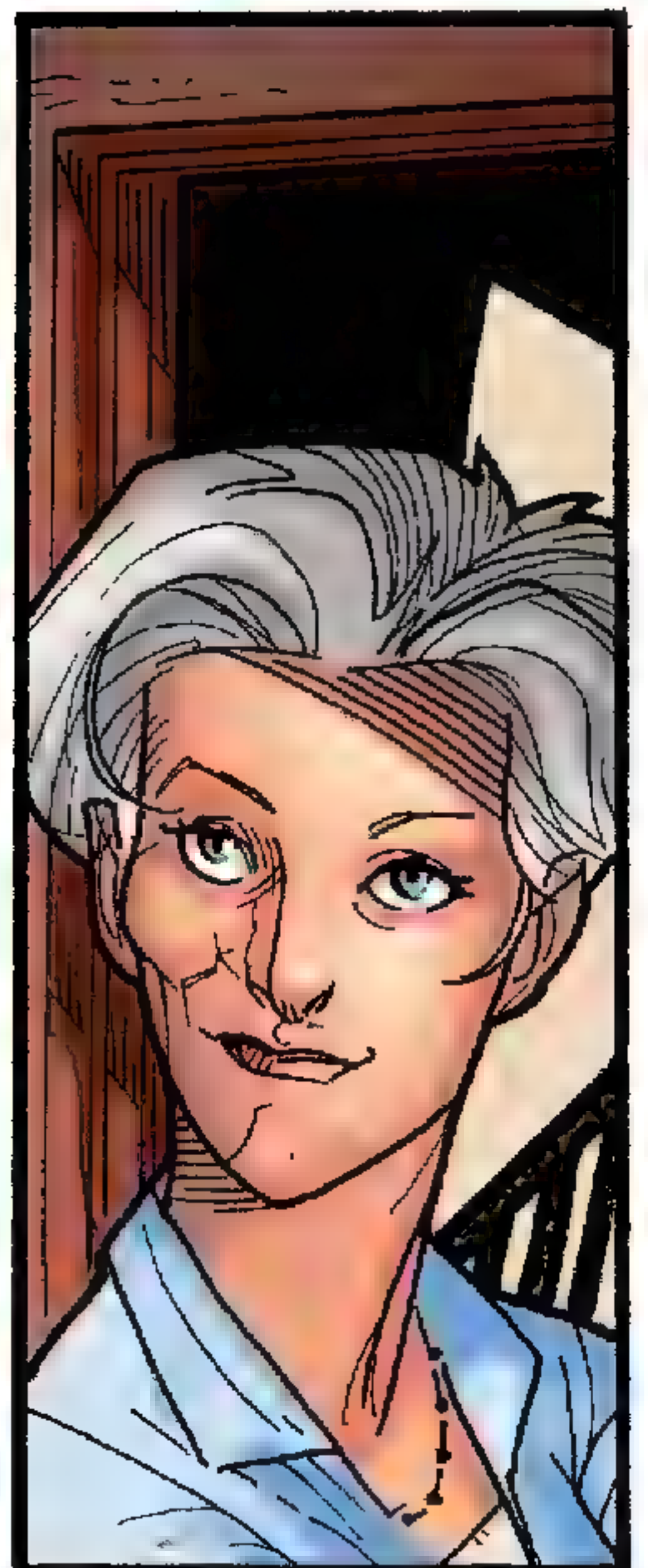
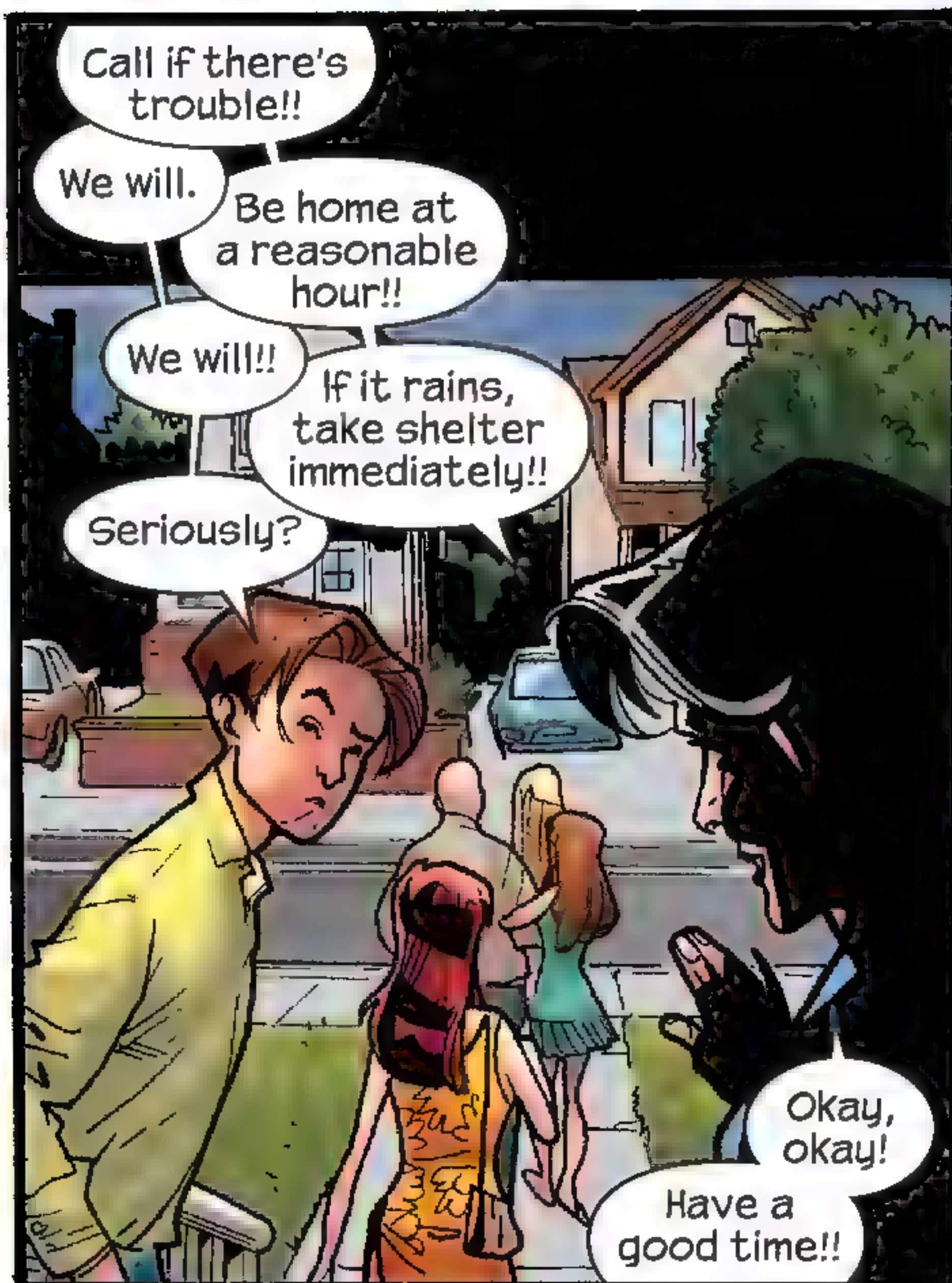
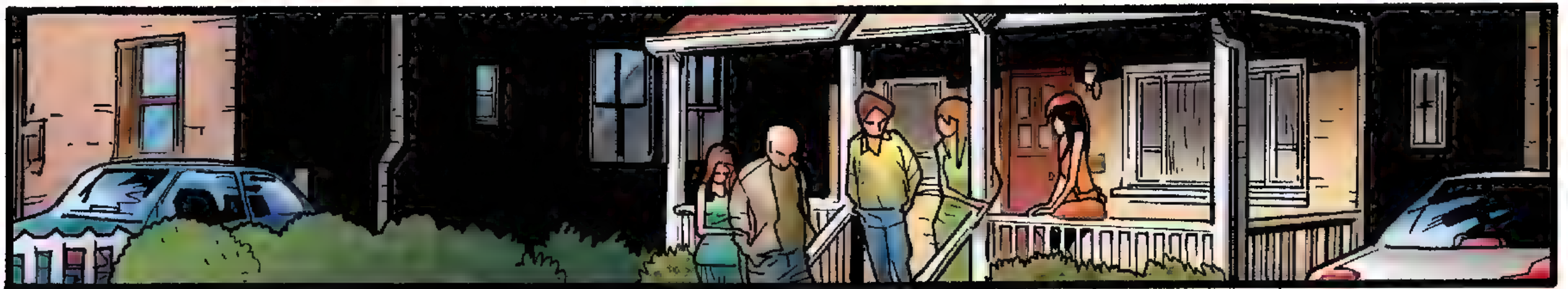
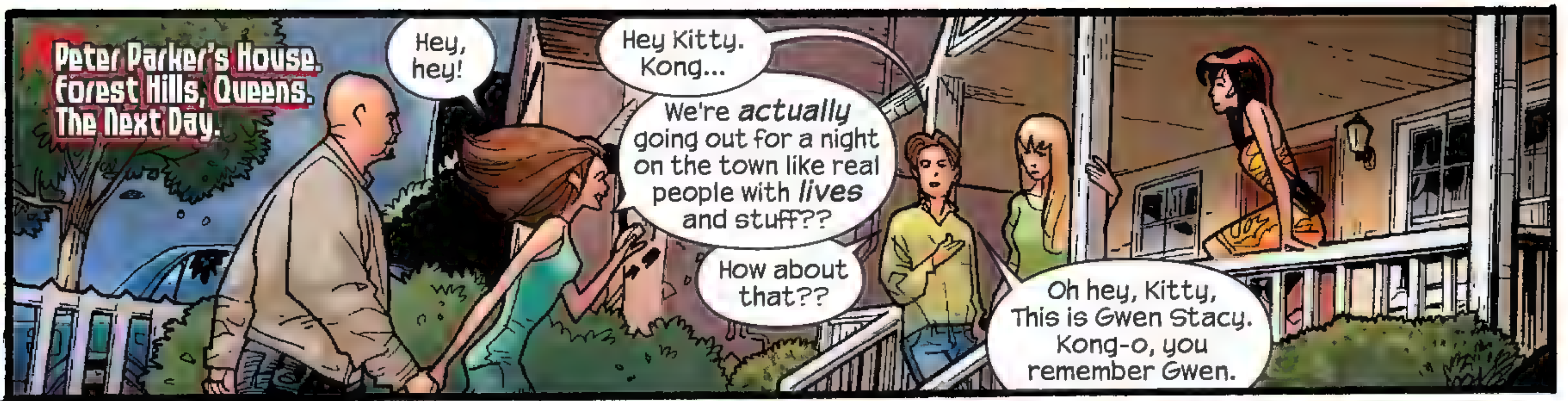
Agh!

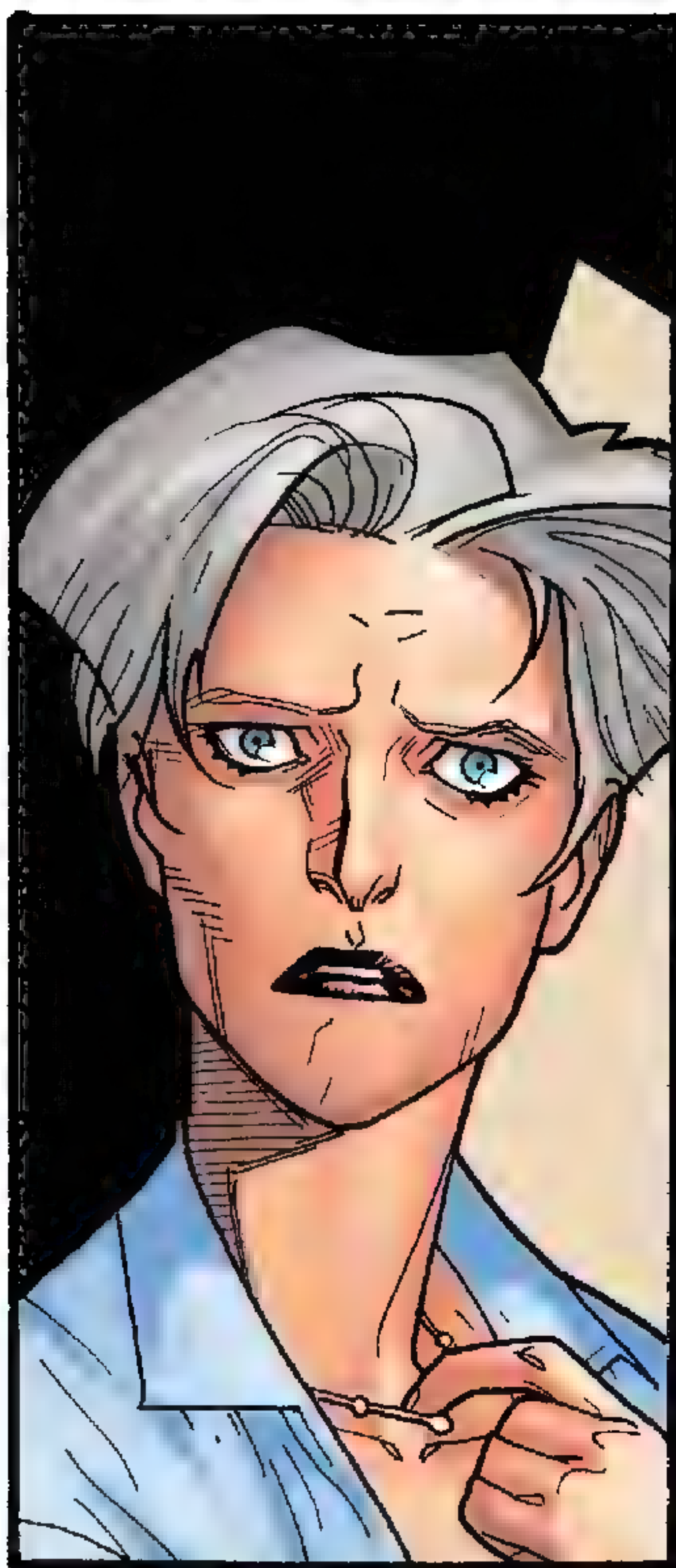
HEY!!
I'm swingin' here!!

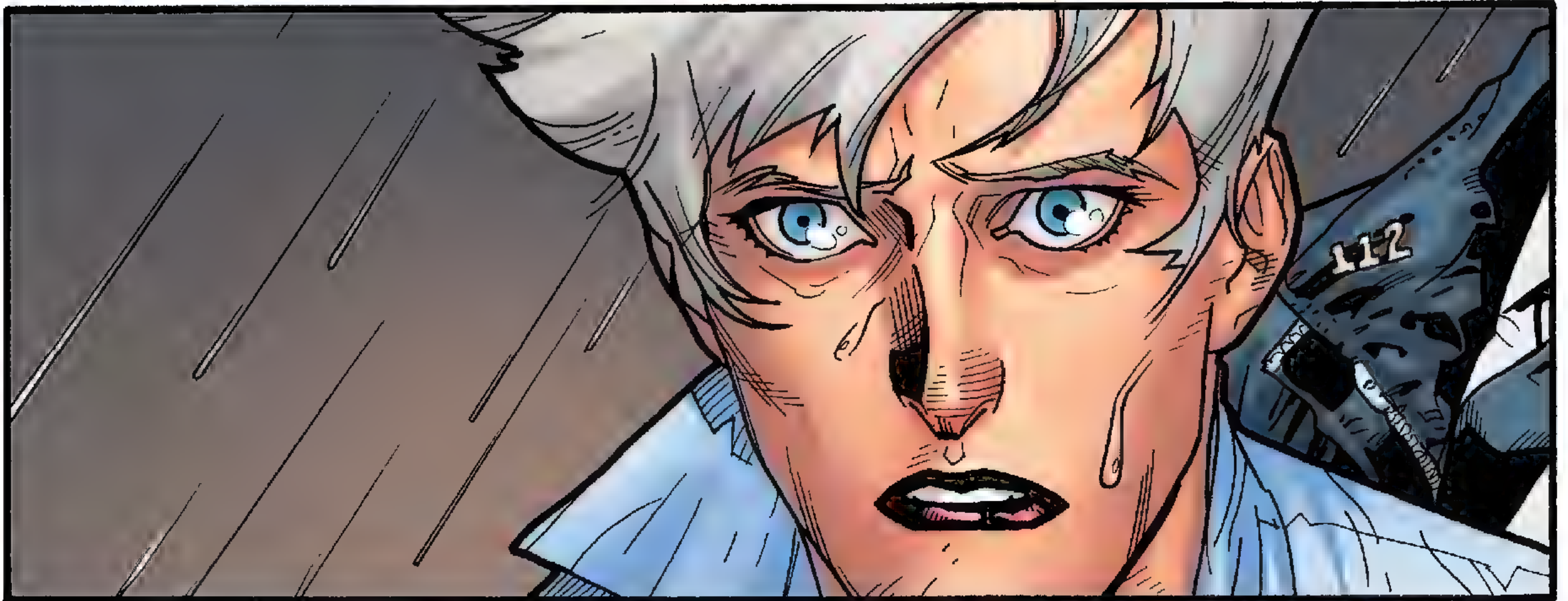
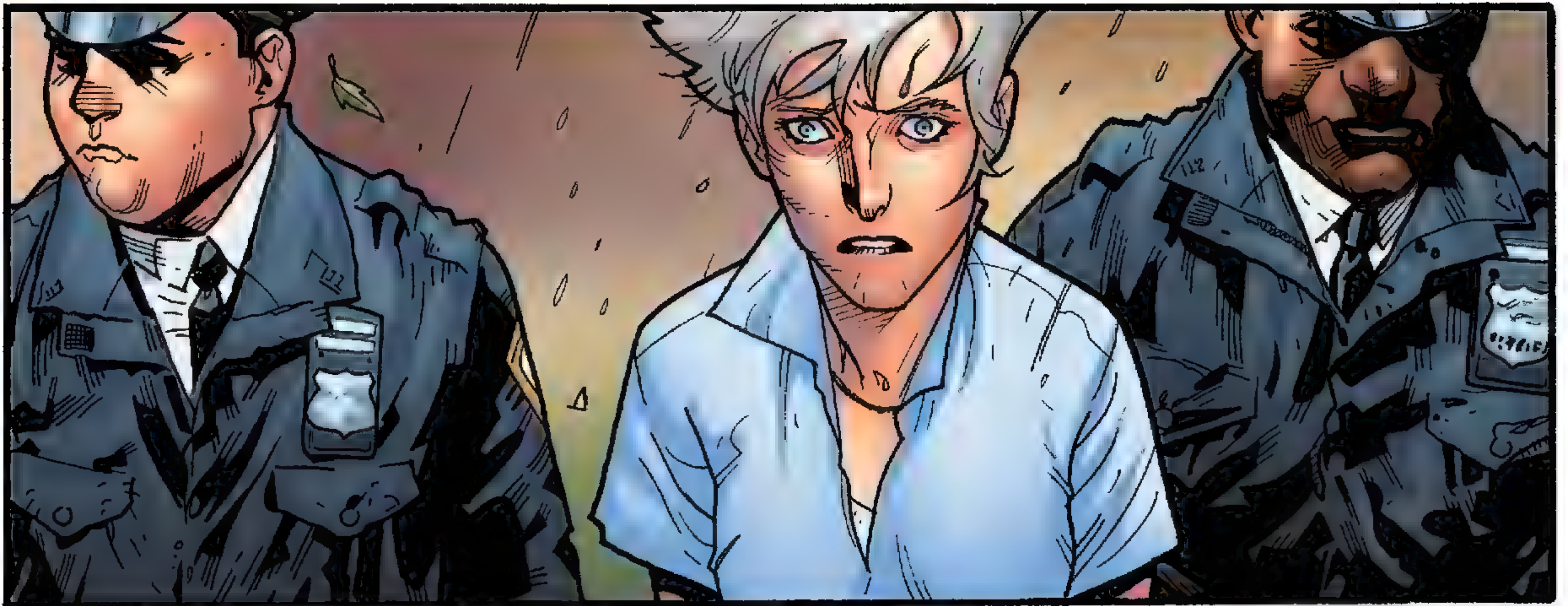
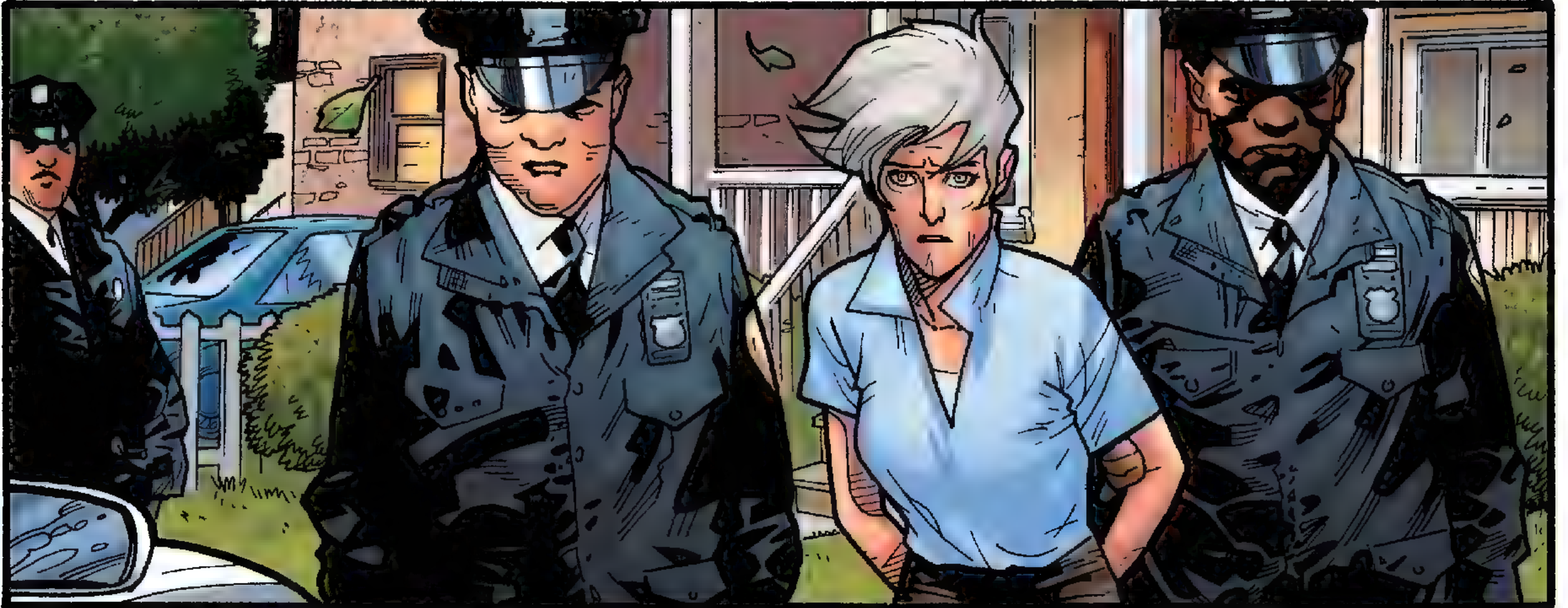
I'M
SWINGIN' HERE!!



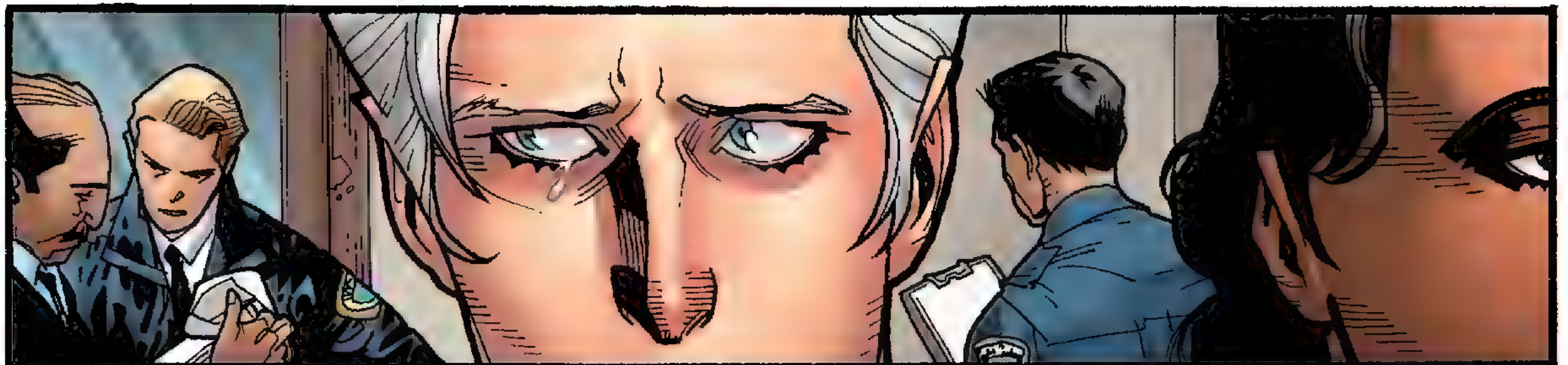
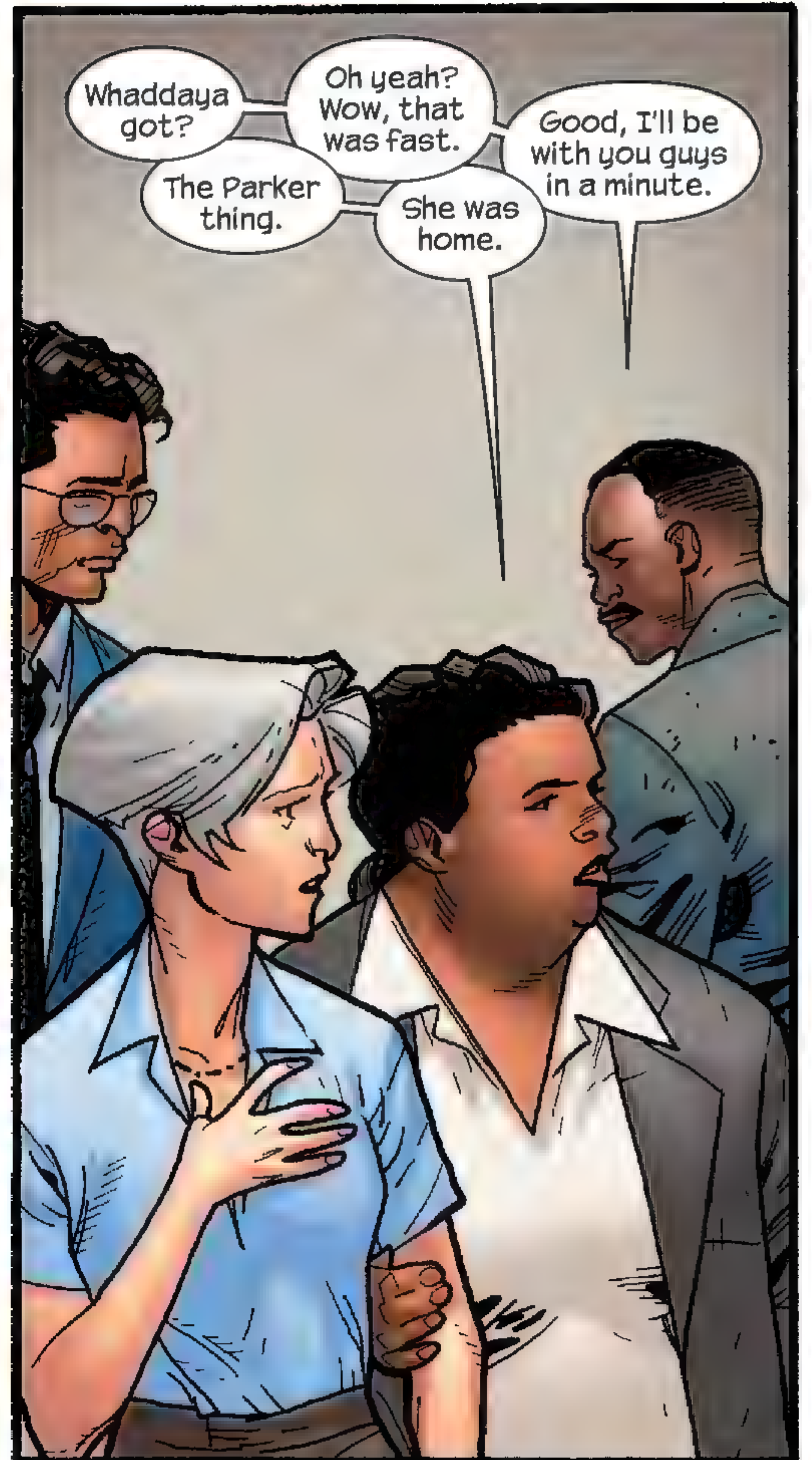
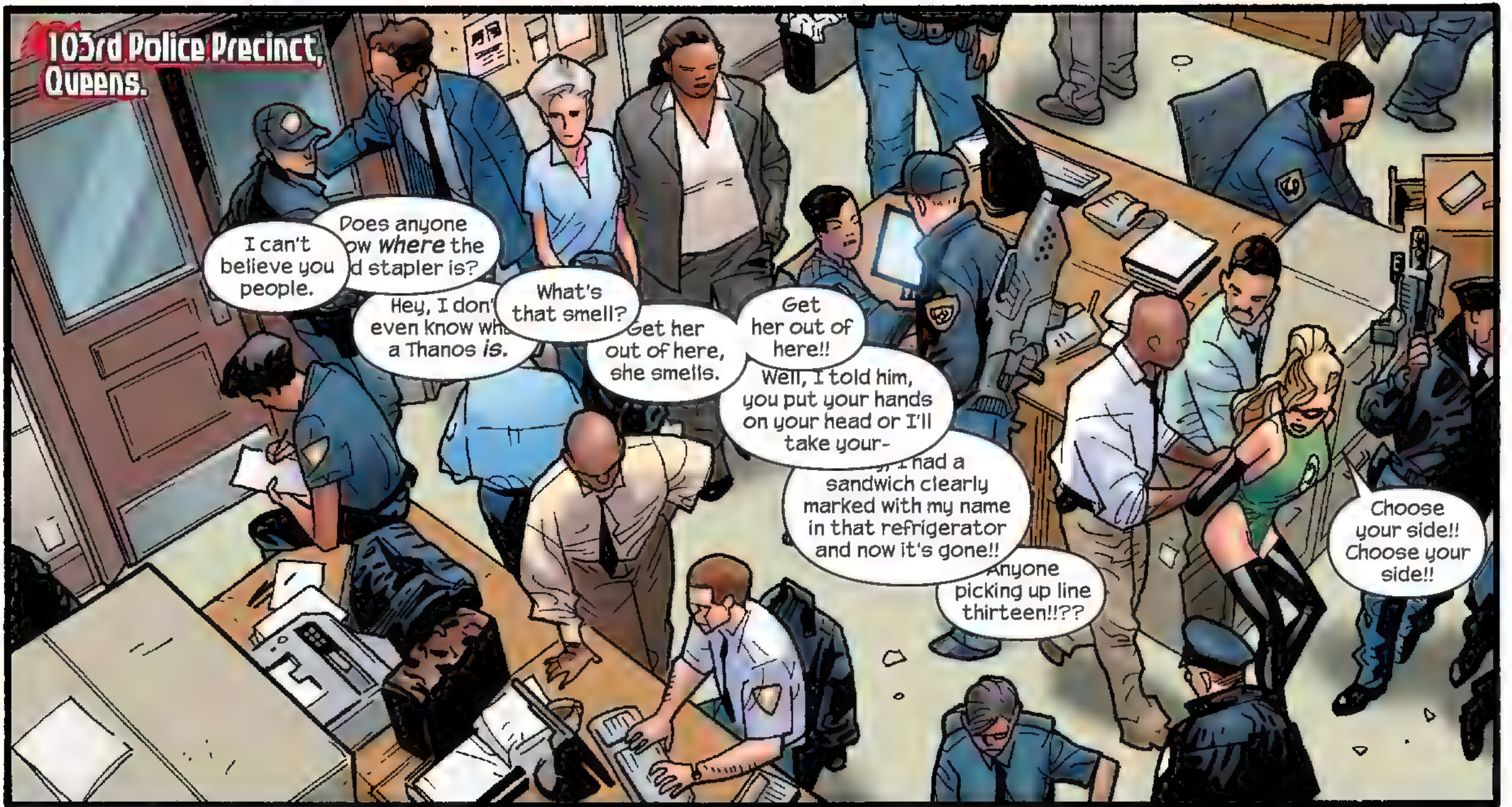


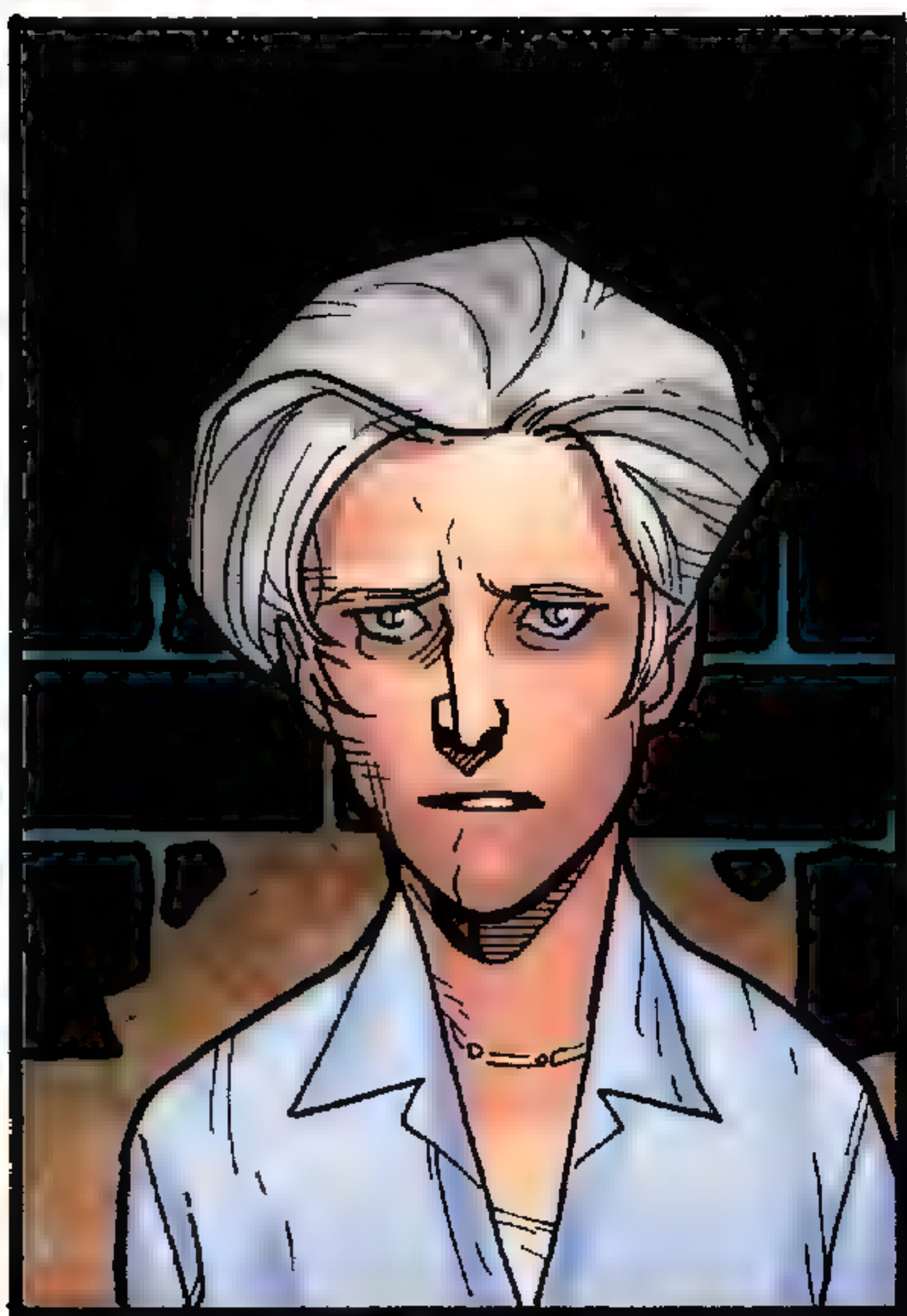
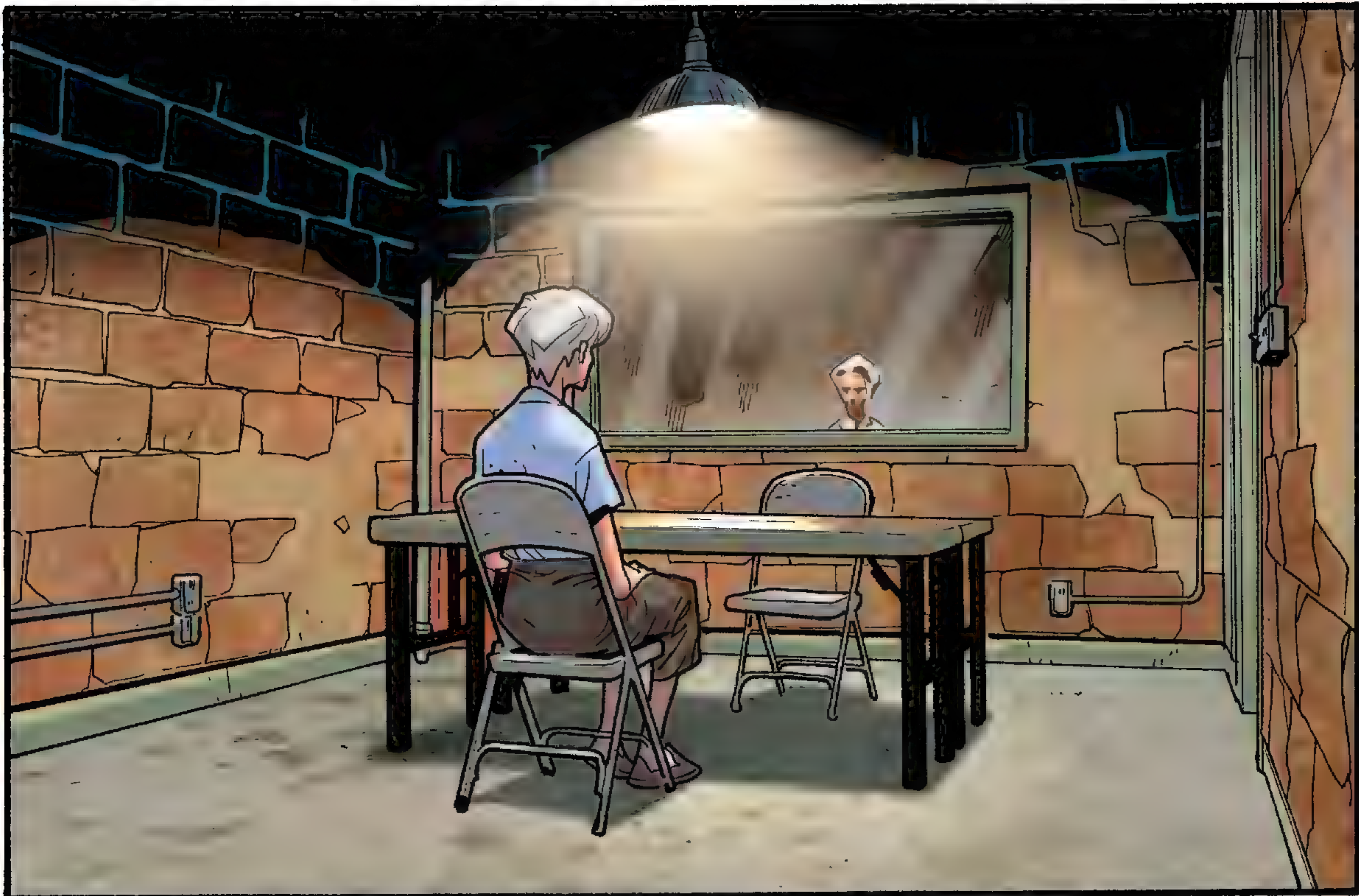


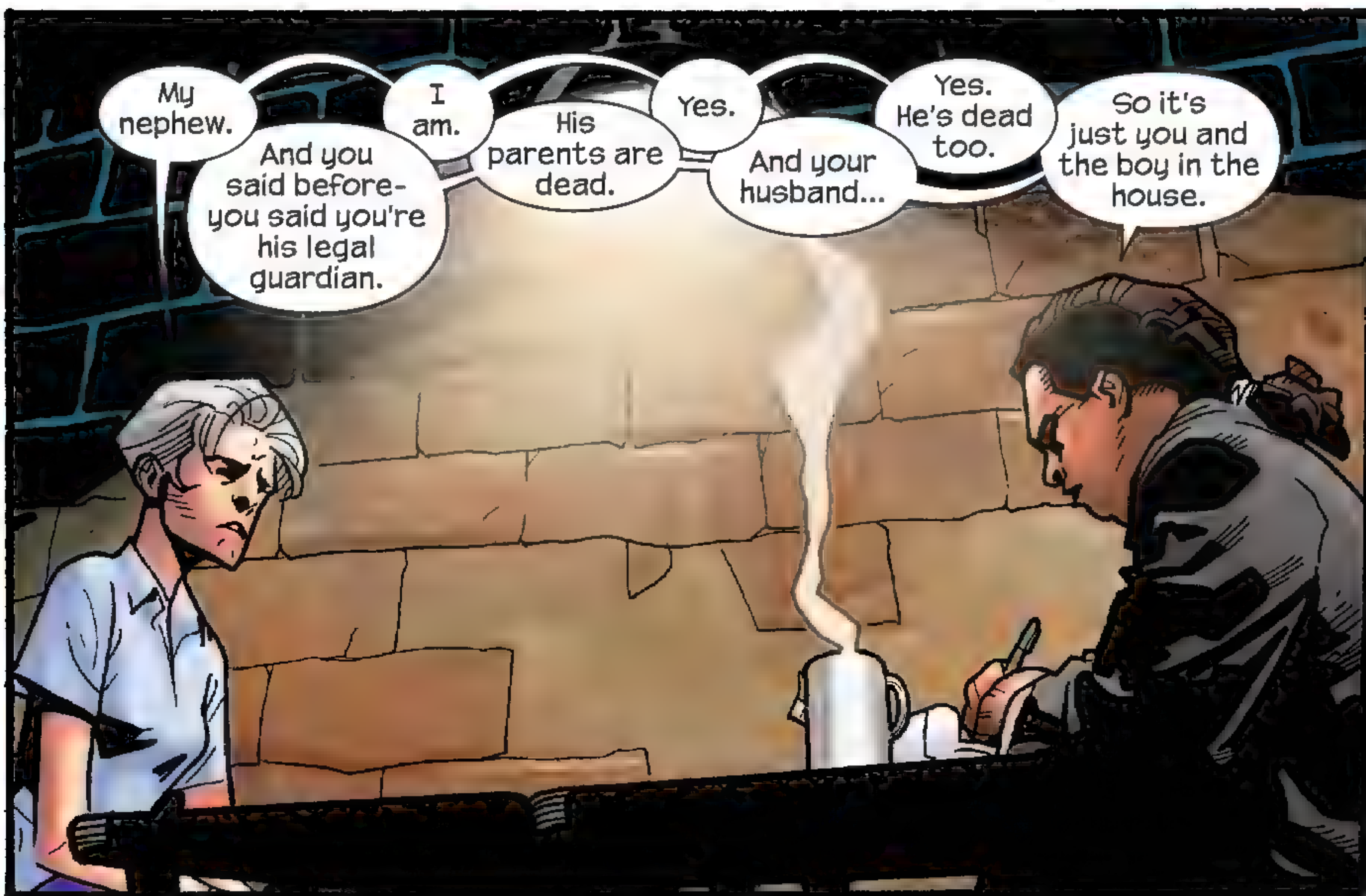












My nephew.

And you said before- you said you're his legal guardian.

I am.

His parents are dead.

Yes.

And your husband...

Yes. He's dead too.

So it's just you and the boy in the house.



I think I'd like to call my lawyer.



Why?



I don't know what's going on here. I'd like to call a lawyer.



You're not under arrest.



Then why am I here??!!

How about 25 years for aiding and abetting a fugitive from justice!!!





What?

SPIDER-MAN!! YOUR NEPHEW!!

YOU KNOW, THE KID WHO GOES ON VIGILANTE RAMPAGES THROUGH THE CITY!!

WEARING A MASK!!

PROPERTY DAMAGE UP THE WAZOO!!

BECAUSE OF HIM I GOT CASES THROWN OUT OF COURT!! GOOD CASES BECAUSE HE BUTTED IN!!

WHAT IS HE, A MUTANT? ARE YOU A MUTANT, MISS PARKER??

I- I want a lawyer.



The kid's on the front lawn of your house in costume!!

The kid's running around the halls of Midtown High School in costume...

We got all kinds of complaints from your neighbors...

And then we get a visit from the vice principal who says you showed up in his office with a note from Tony Stark??

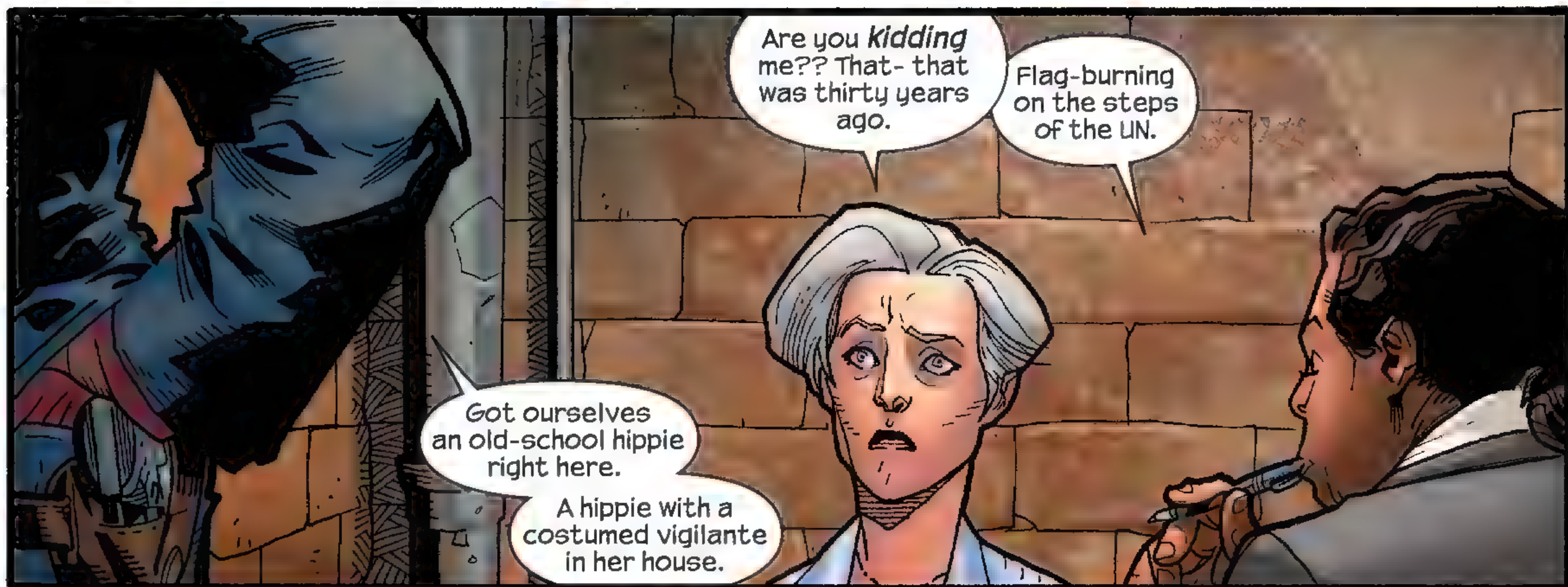


I don't know what you're talking about.

Oh really?

Are you **arresting** me?

You've been arrested before...



Are you *kidding* me?? That- that was thirty years ago.

Flag-burning on the steps of the UN.

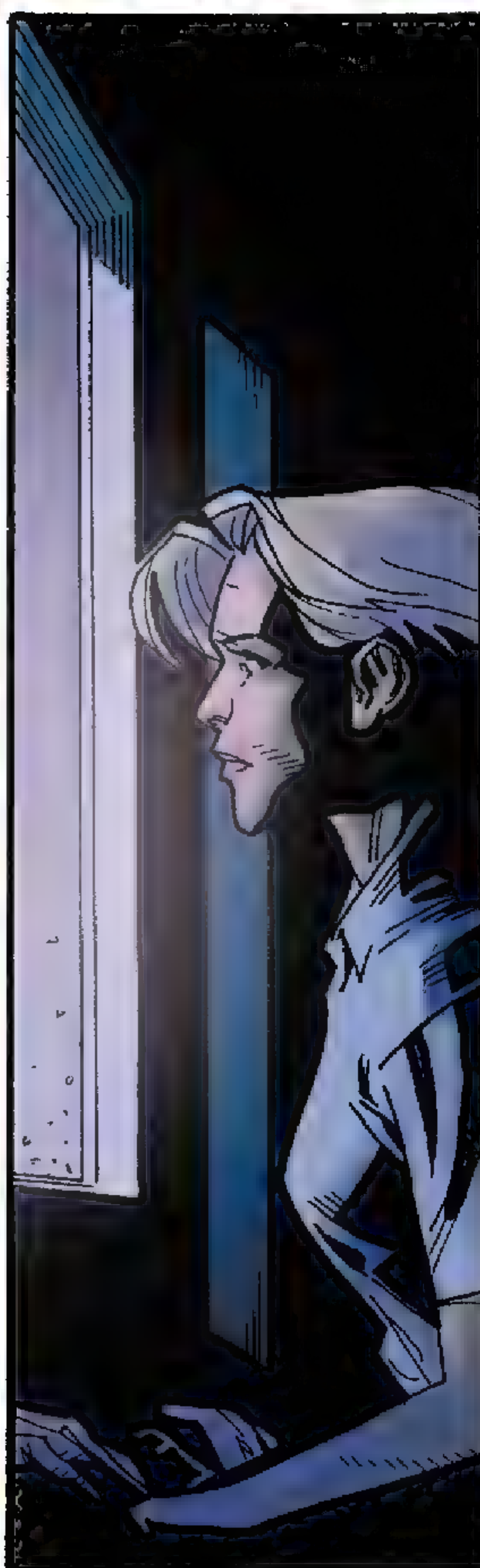
Got ourselves an old-school hippie right here.

A hippie with a costumed vigilante in her house.



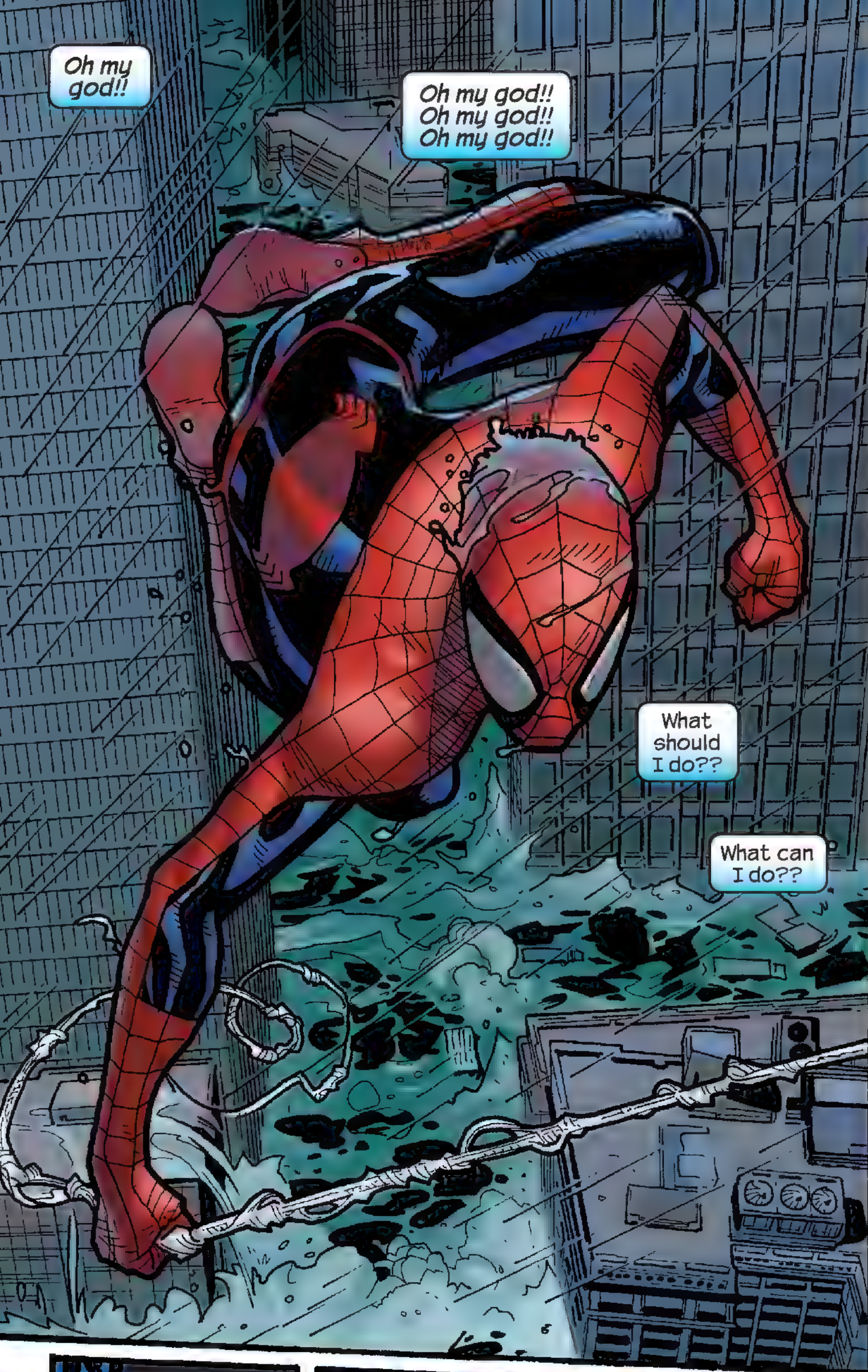
I can't believe this is happening...











Oh my god!!

Oh my god!!
Oh my god!!
Oh my god!!

What
should
I do??

What can
I do??



Thousands
of people must
have died.

They must
have, right?
They must--

Maybe a
million.

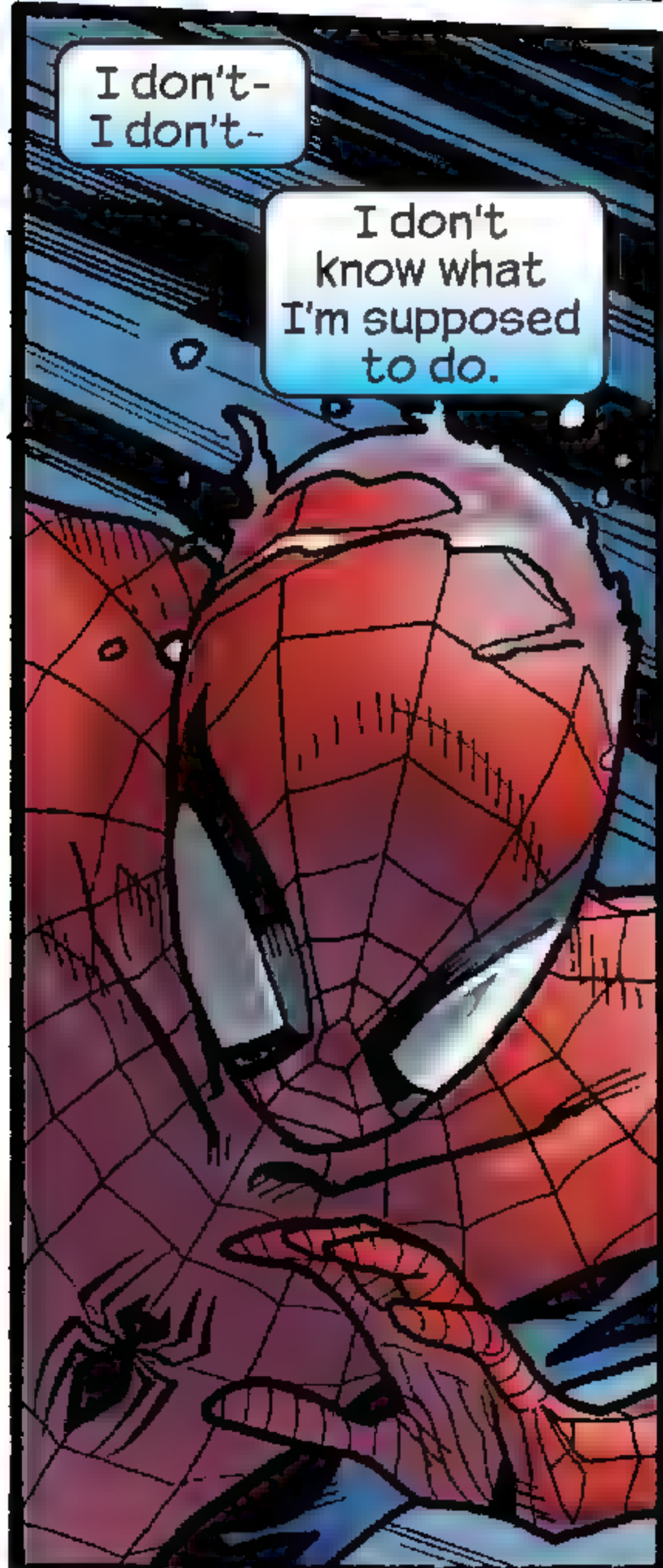
How many
people are in
New York??

How did this
happen?? How were
we not *warned*??



Maybe we *were*
warned, who
knows, I haven't
been online
since lunch.

I feel sick.
I feel like
I'm going to
throw up.



I don't-
I don't-

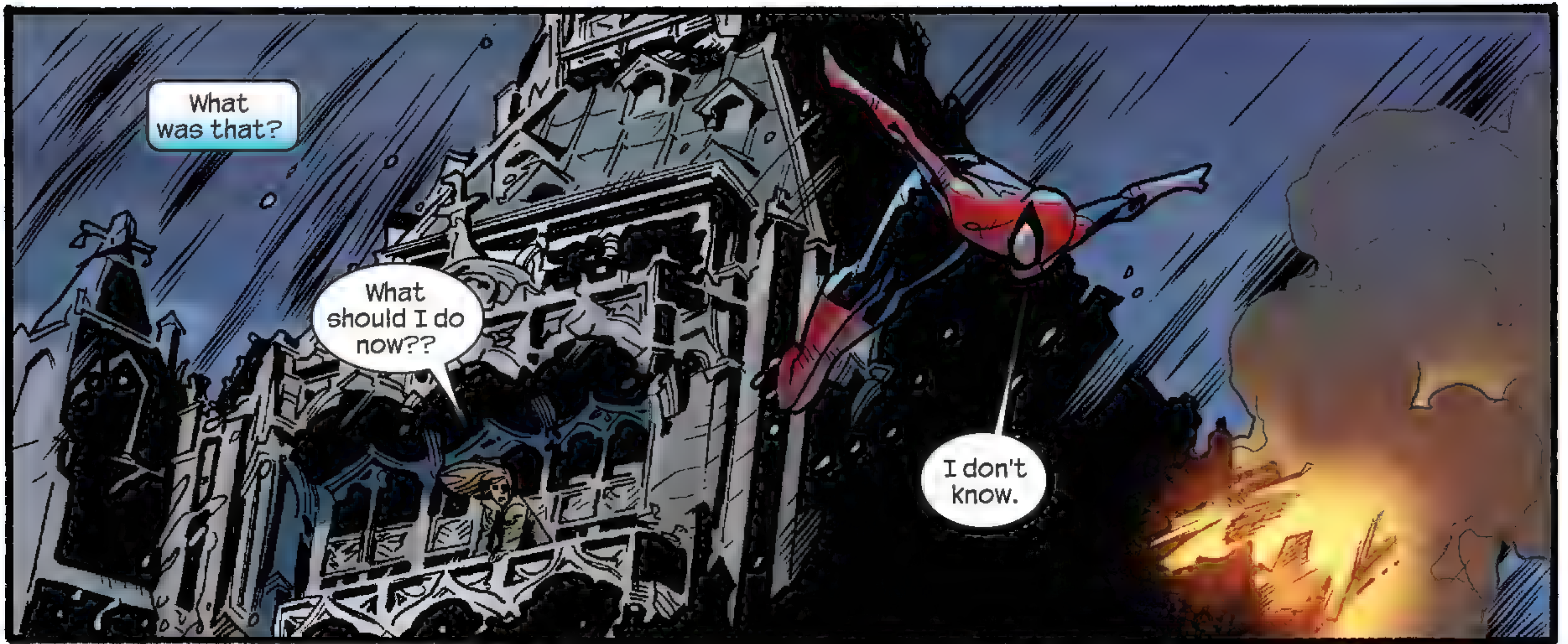
I don't
know what
I'm supposed
to do.



Hold
on.

This is
Charles
Xavier.

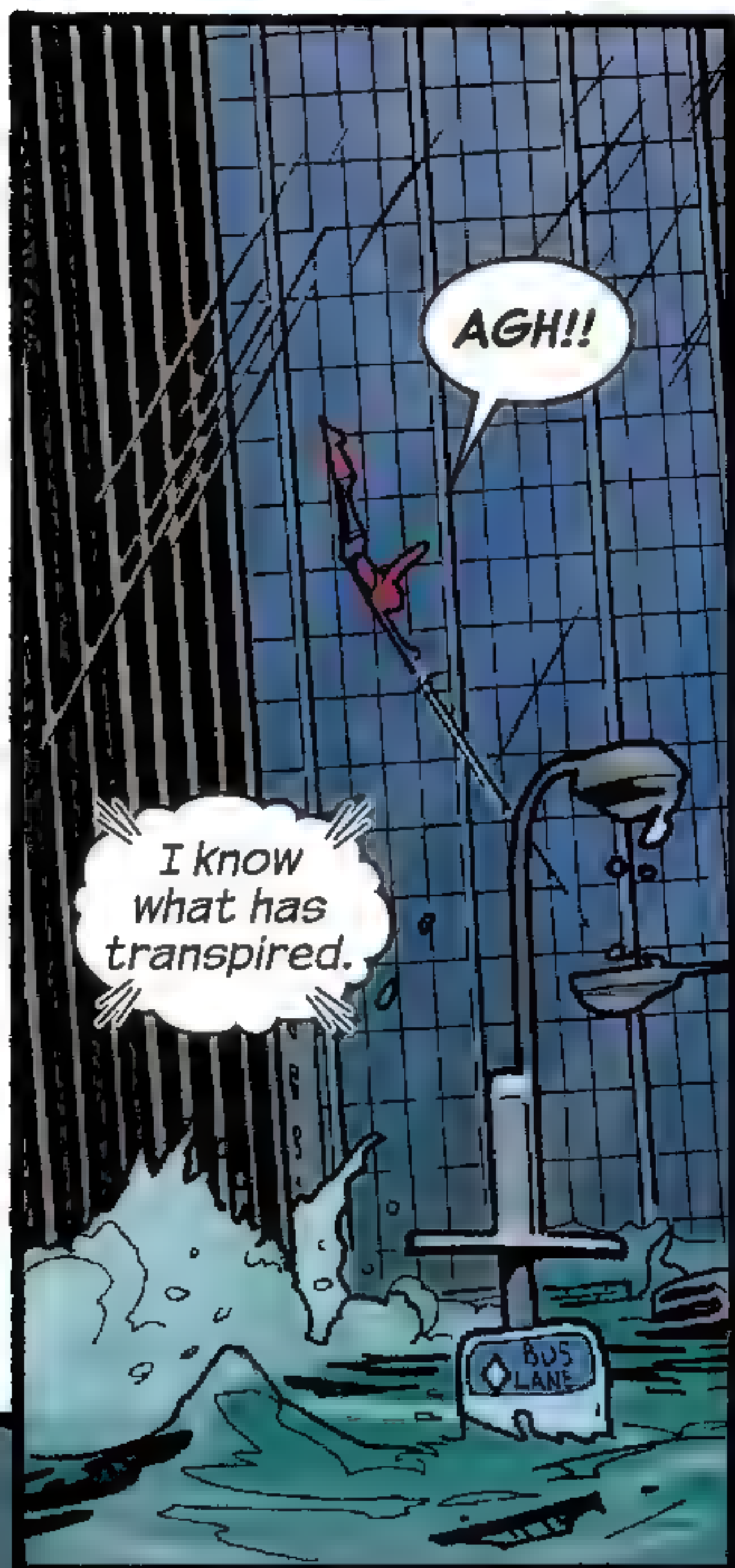
What?



What was that?

What should I do now??

I don't know.



AGH!!

I know what has transpired.



Xavier, from the X-Men??

Are you in my head... hello?

Hello??



Even more terrible...I know how and why...

And he will not stop until it is worse...

Far worse.

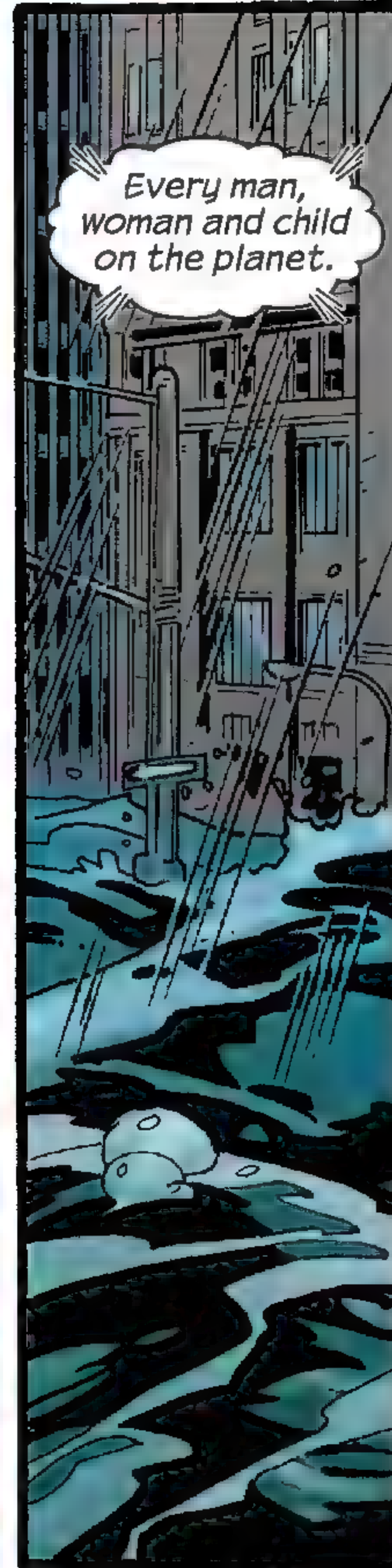
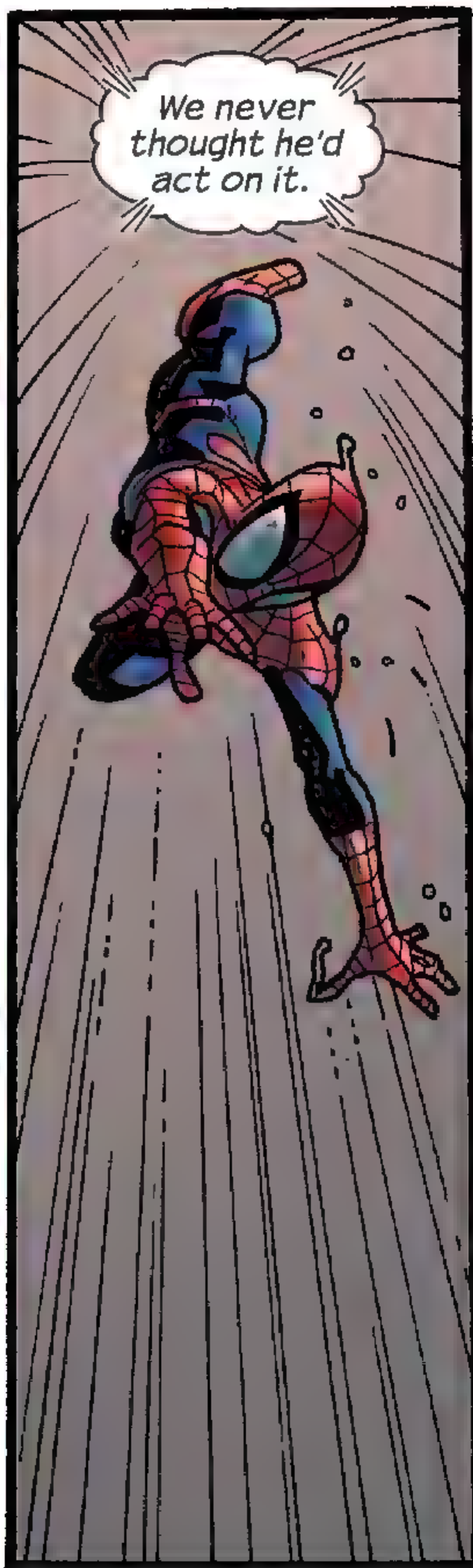
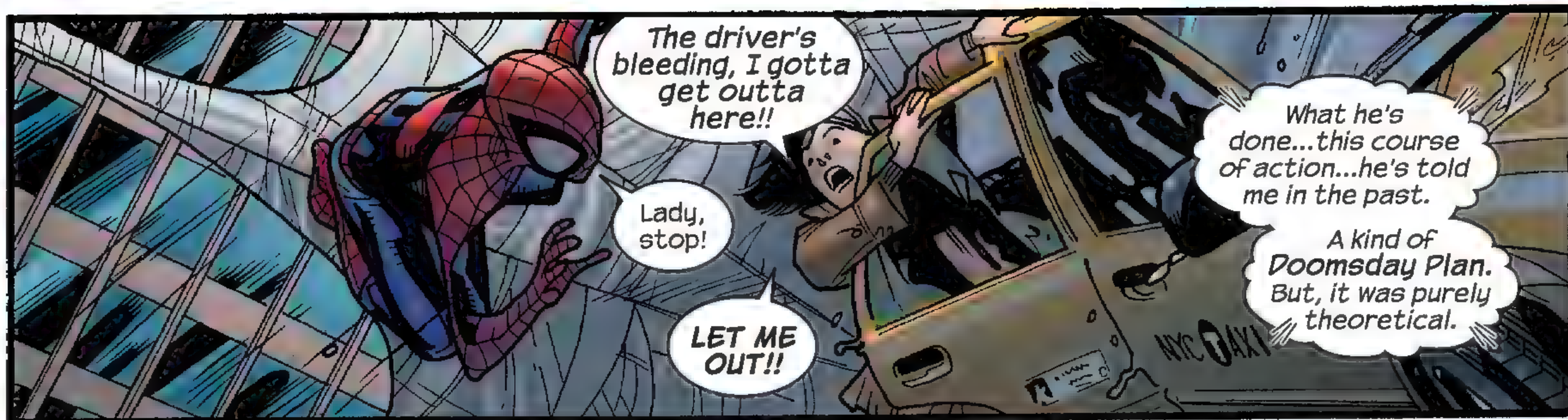
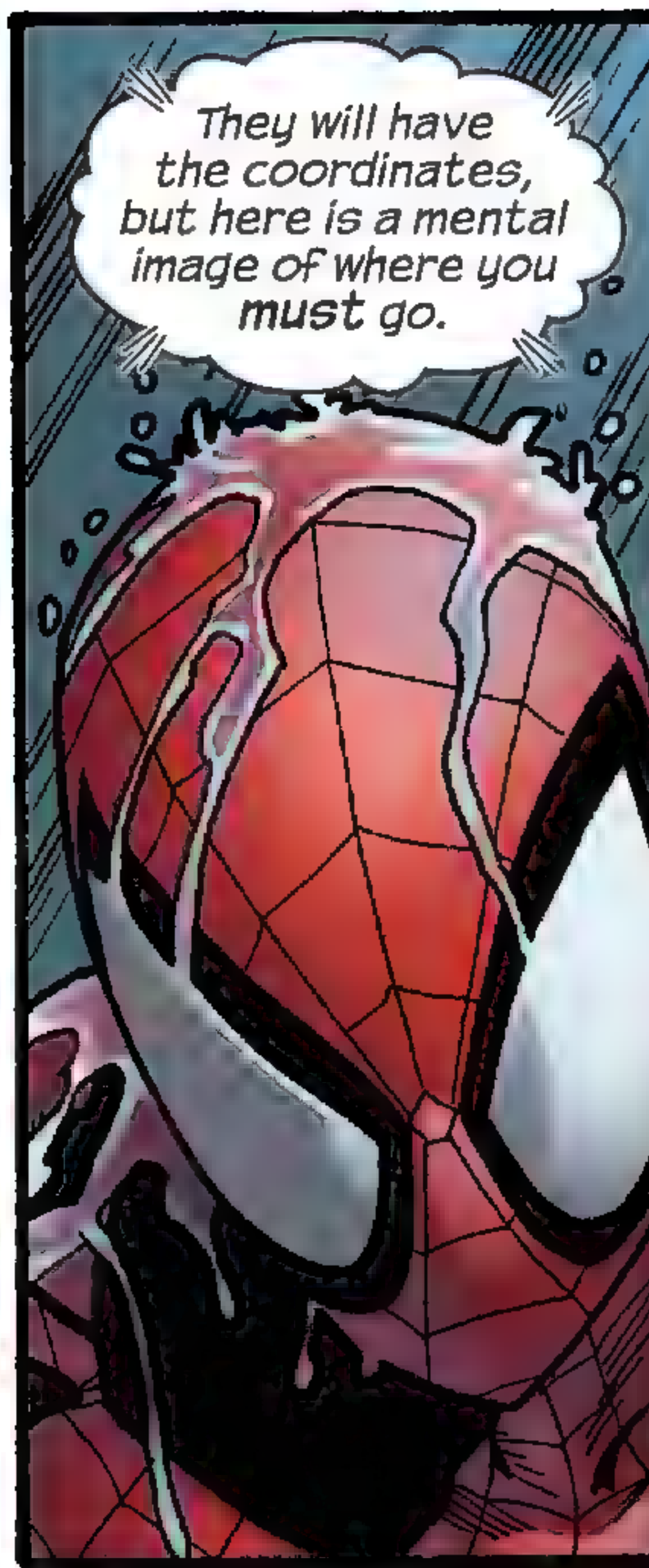
THWAP




He?? A "he" did this??

Someone did this??

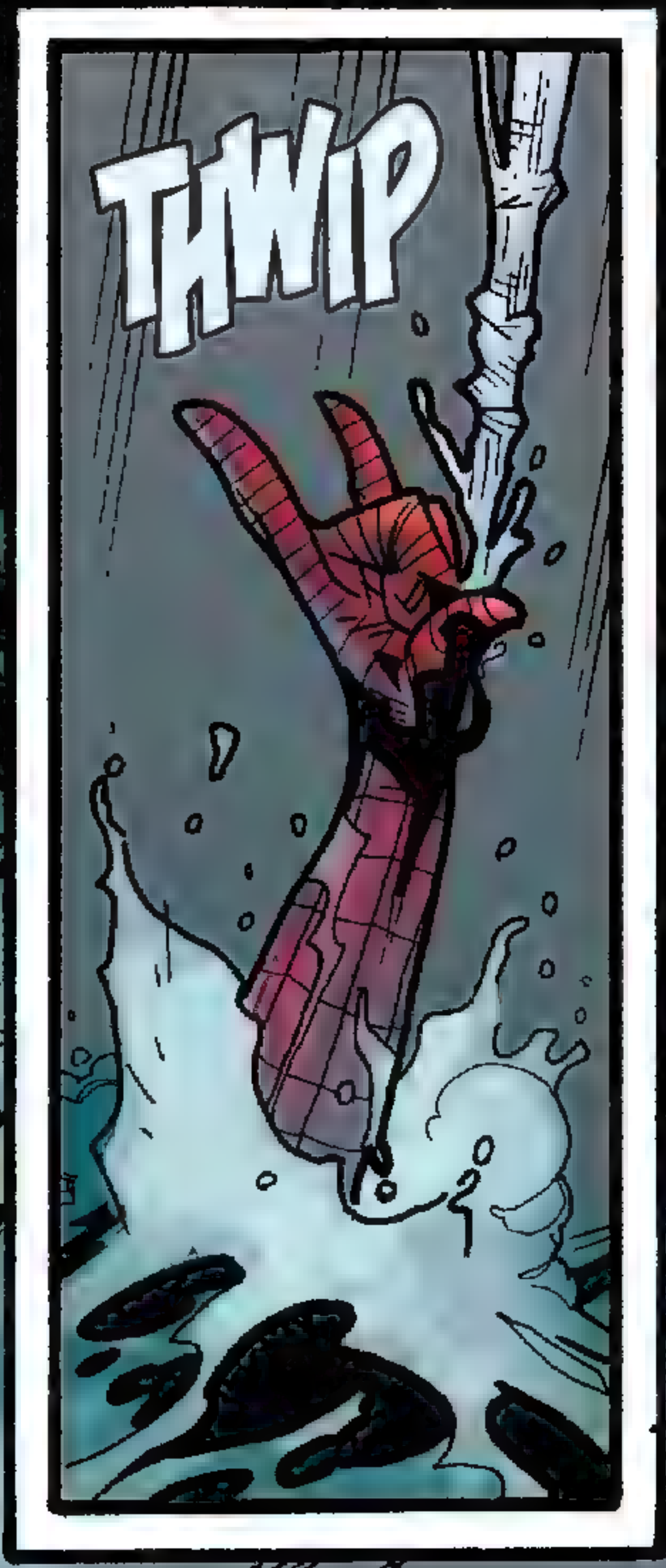
HHUUUAGH!!





You
have to
stop him.

You
have to stop
Magneto.



What am I supposed to do?

Hello?

Xavier??

XAVIER??!!



Hey, do any of you know CPR?

WHOA!!

I-I do.

Xavier, please, okay, I'll help, I'll do anything...

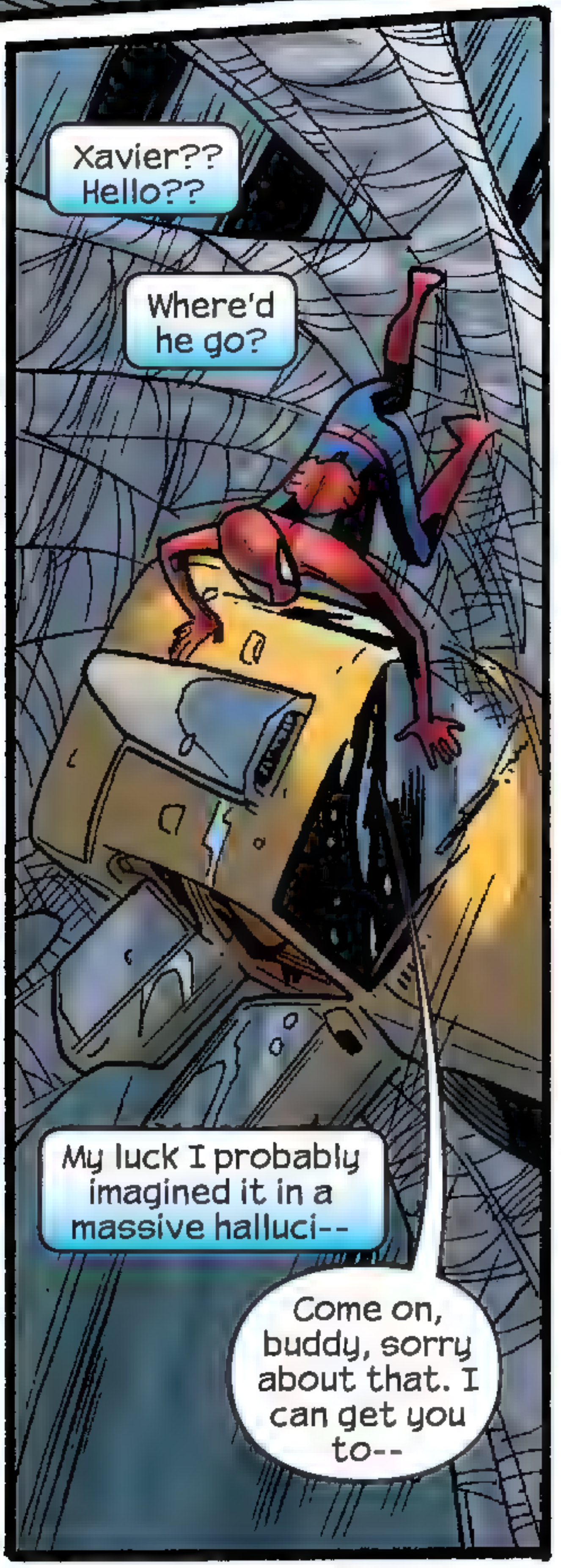


Then help her!!

What's happening? What's going on?

I don't know!!

Hooaaagghh!!

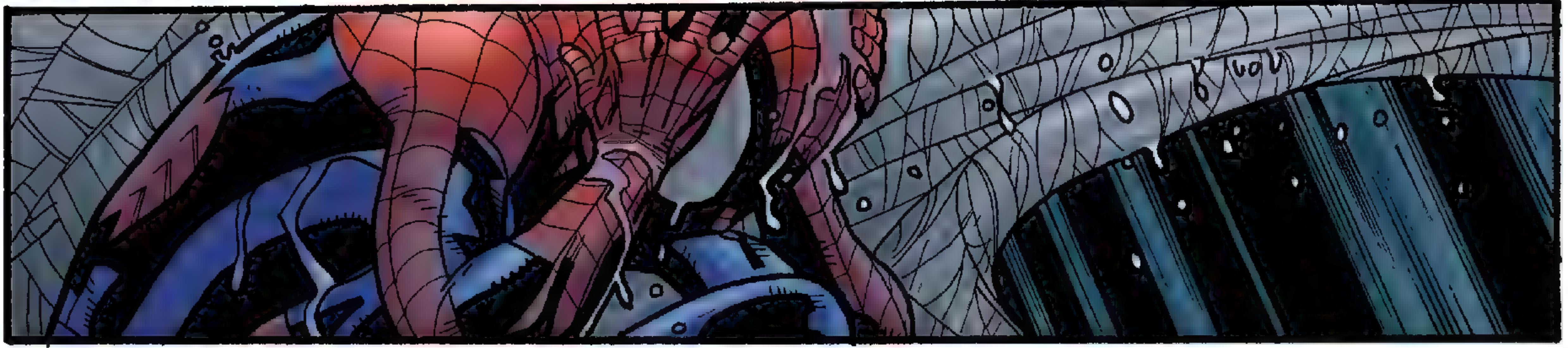


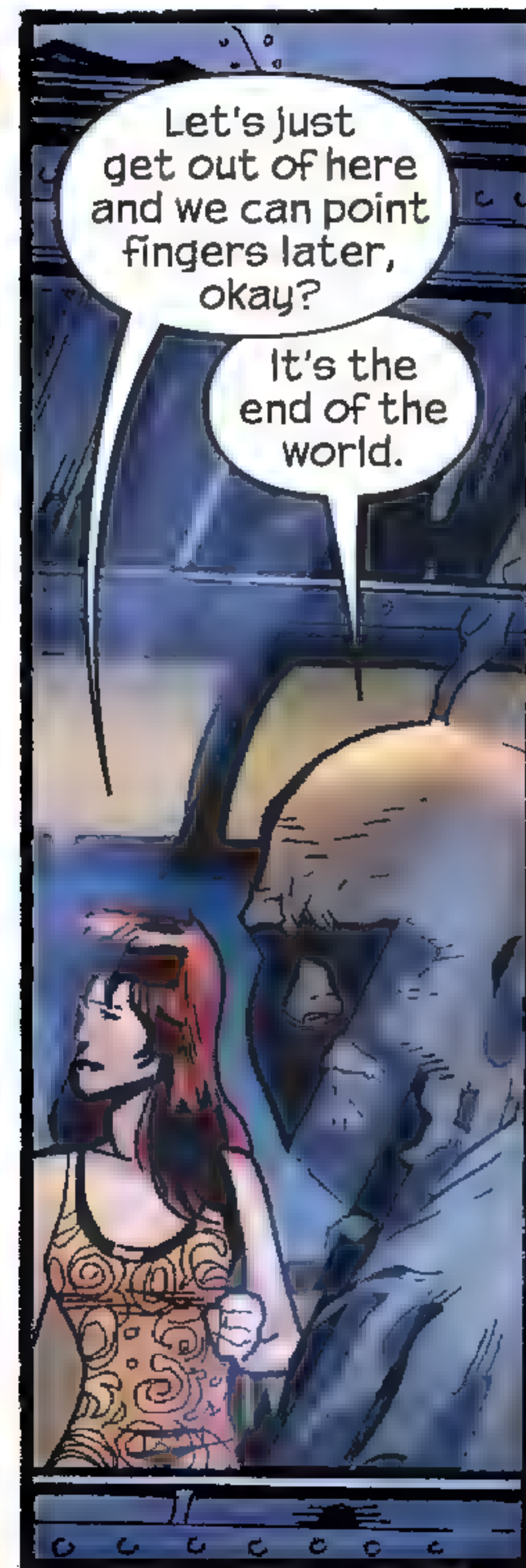
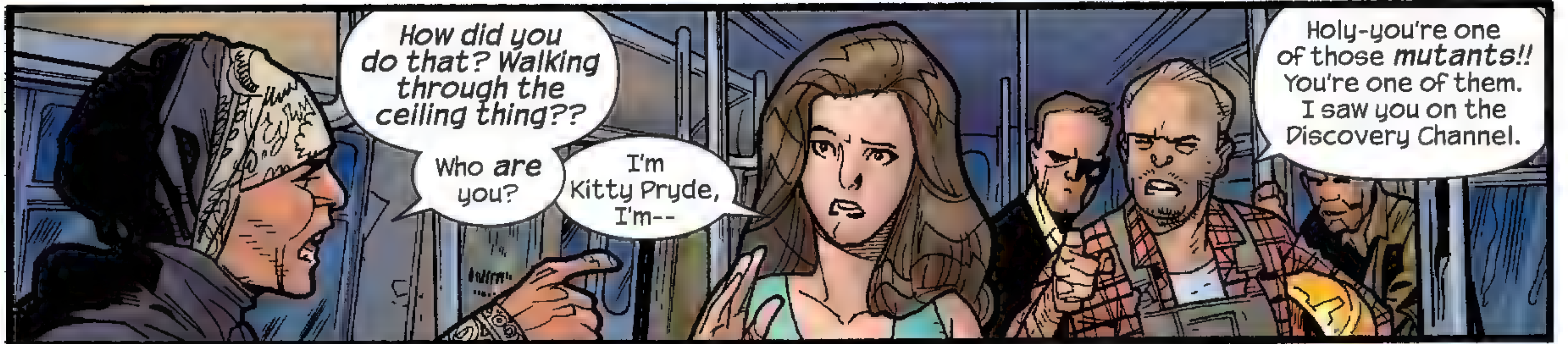
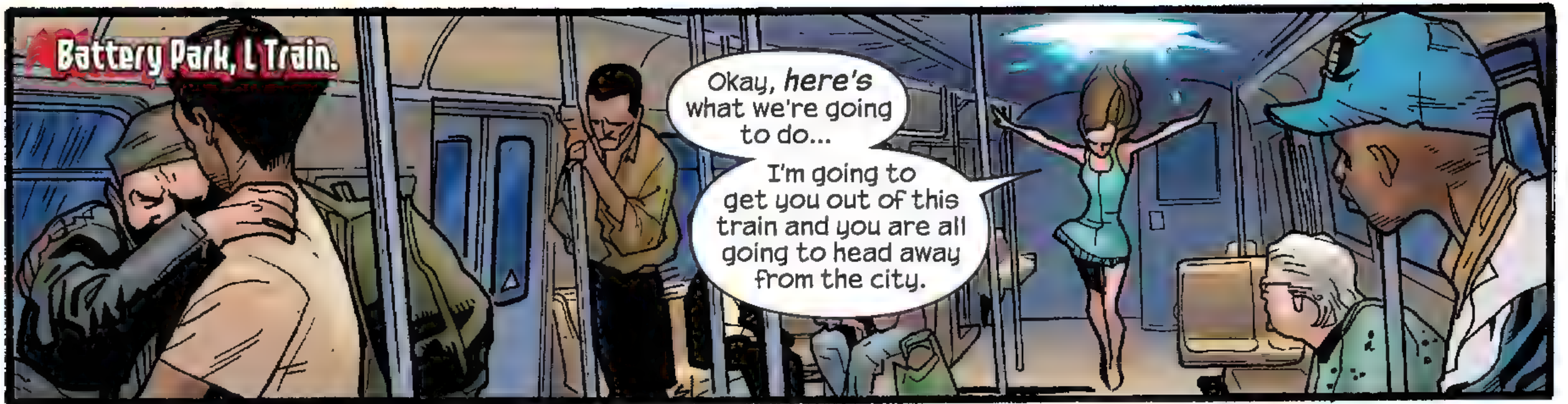
Xavier?? Hello??

Where'd he go?

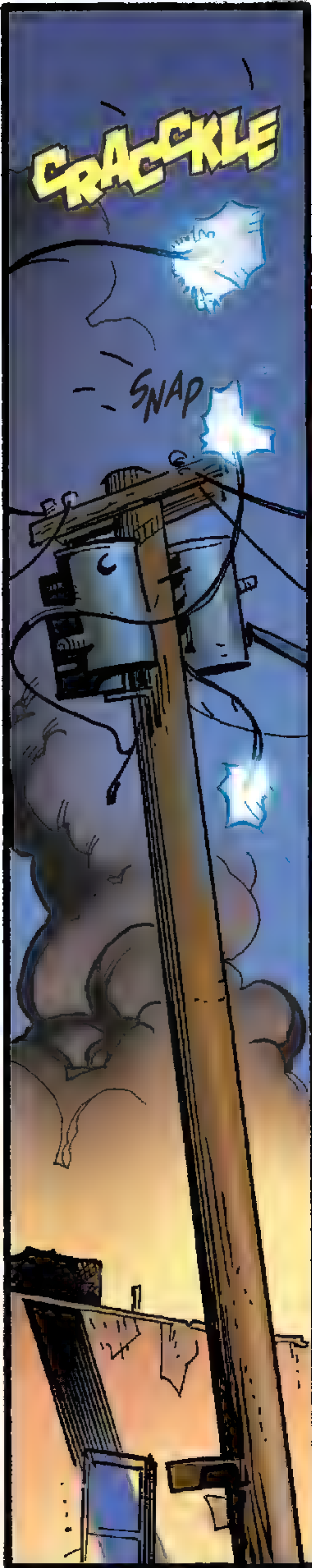
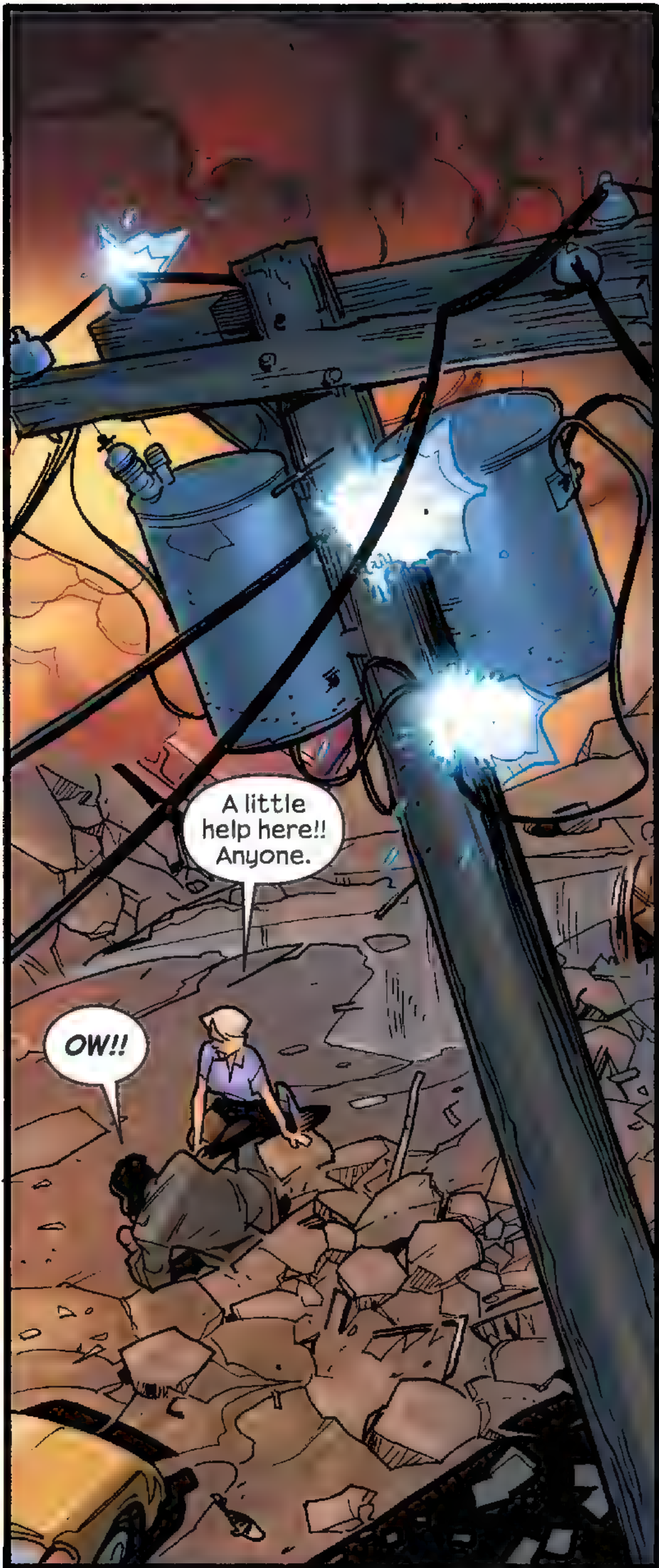
My luck I probably imagined it in a massive halluci--

Come on, buddy, sorry about that. I can get you to--









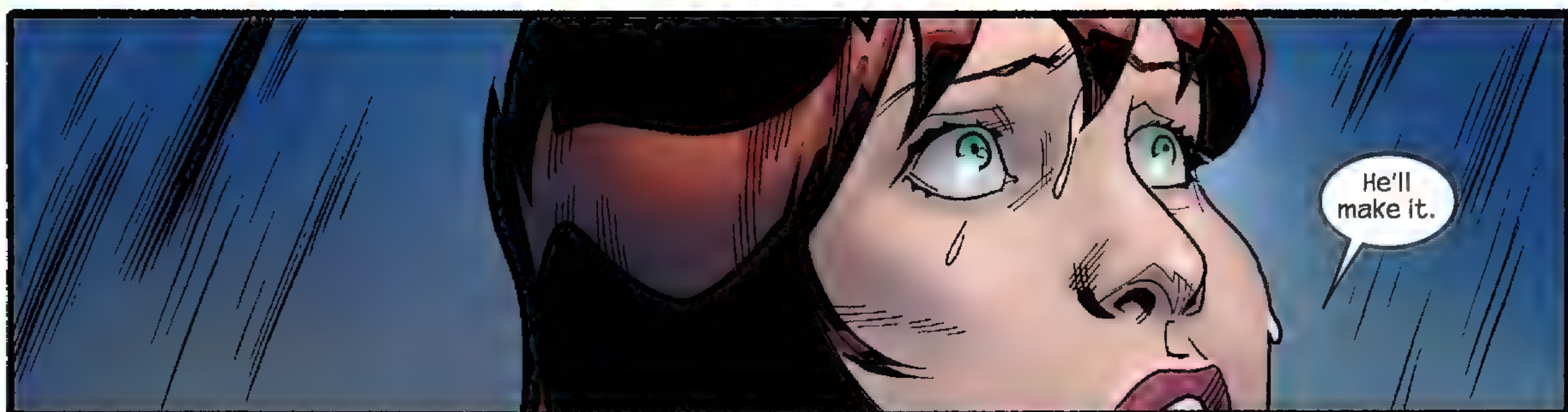
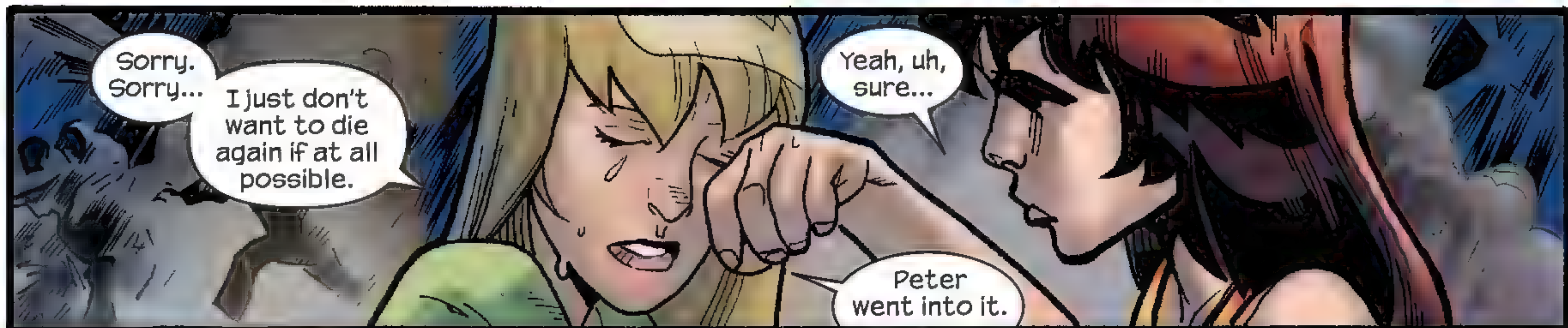


Have
no fear,
Underd--

Aunt
May?



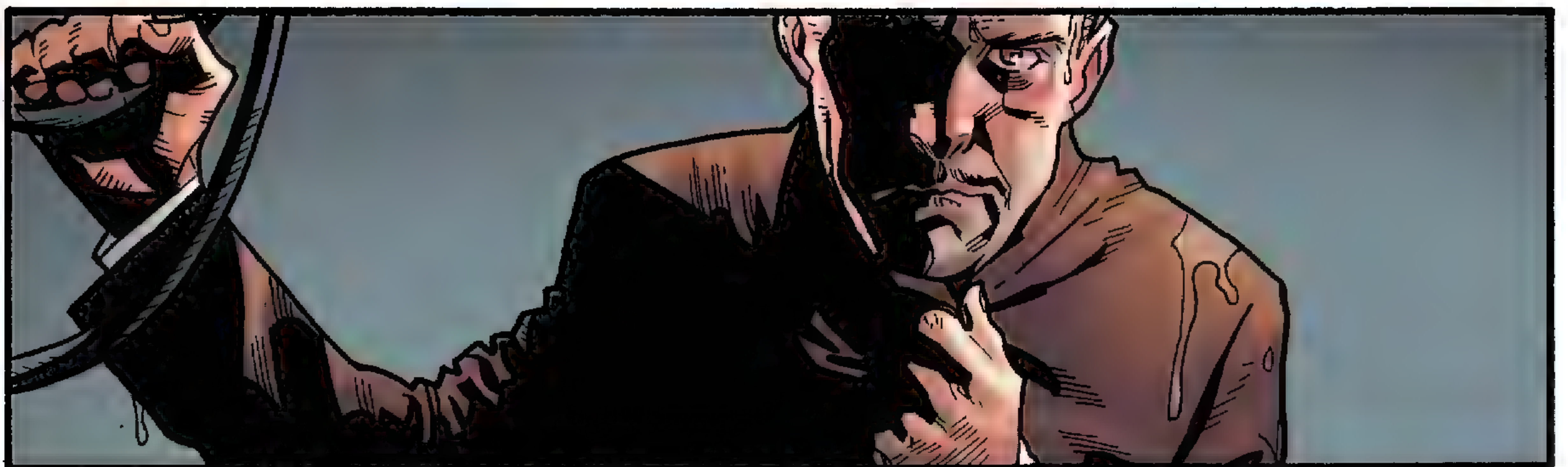
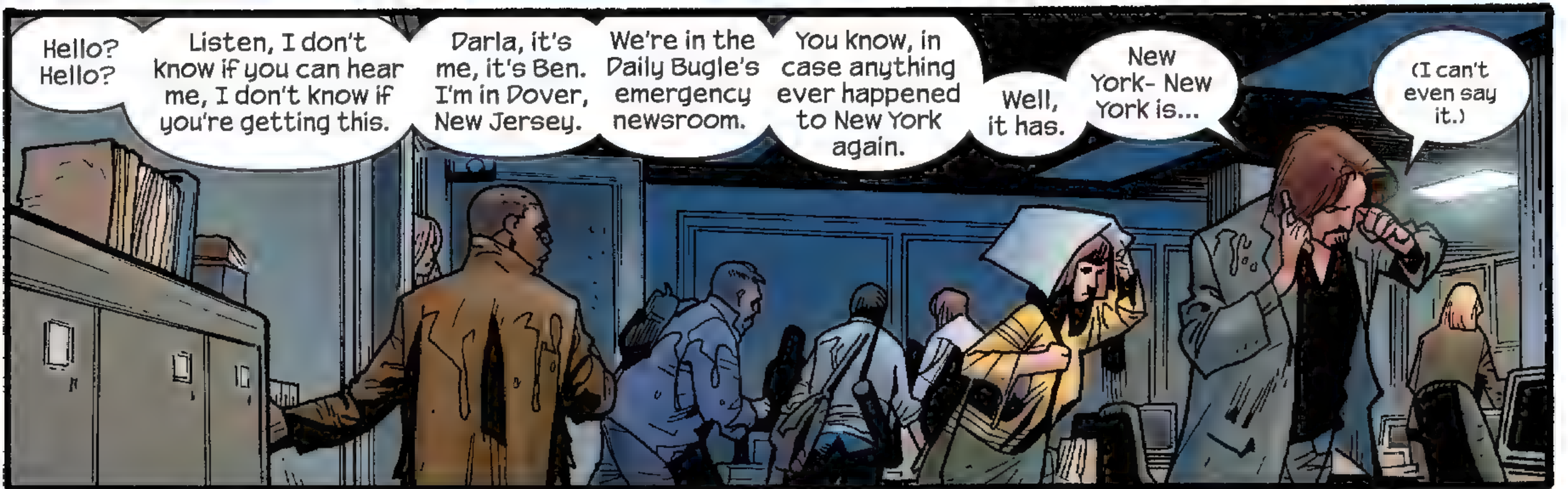
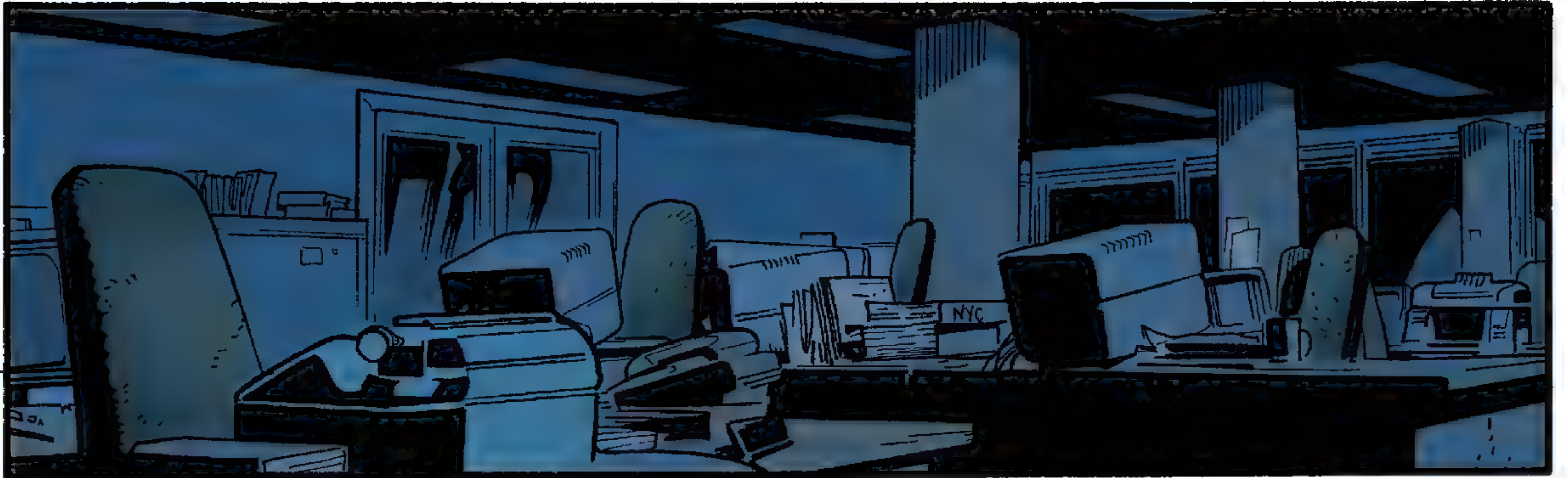
Is this
another one
of yours?

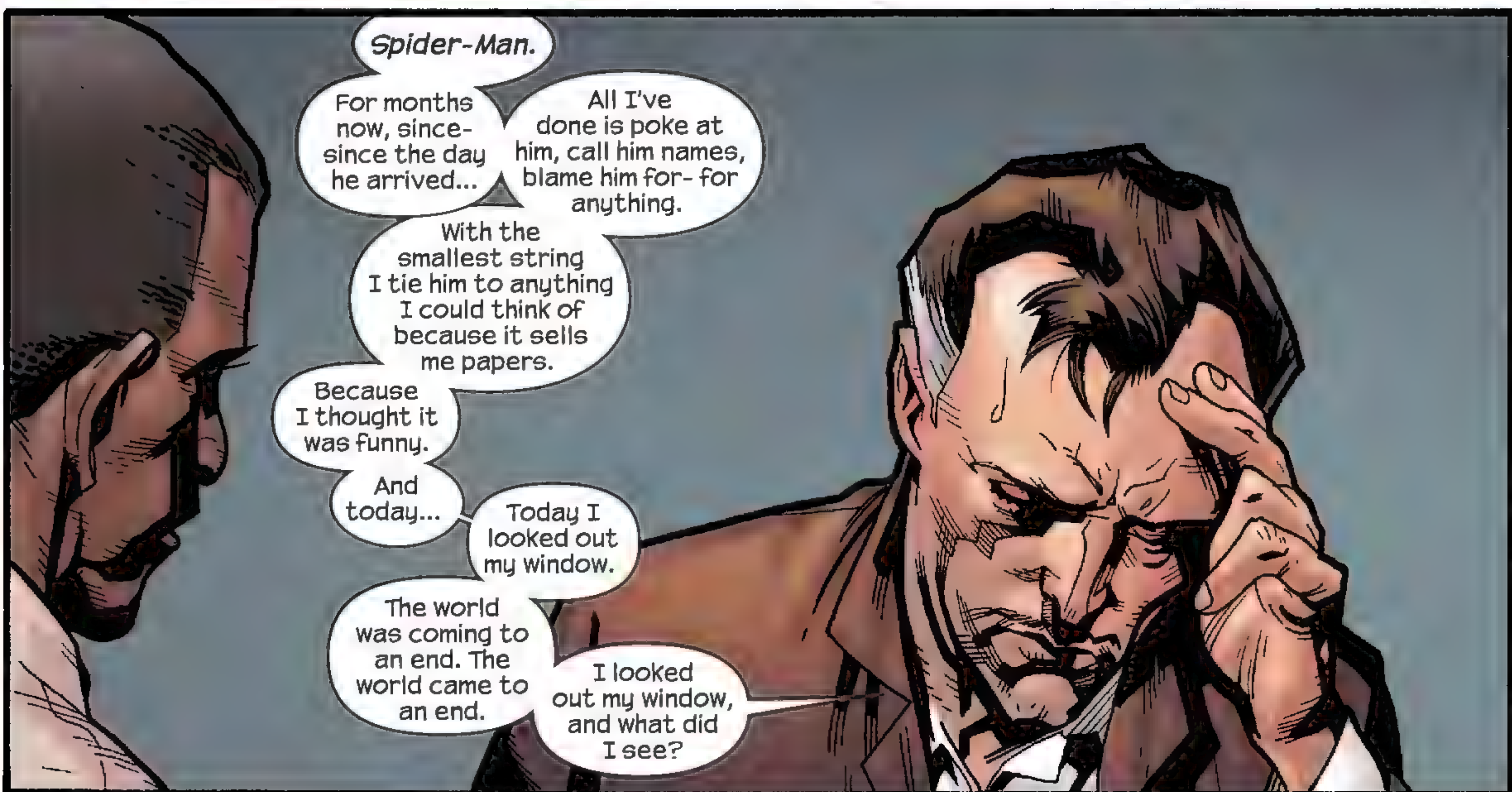




"Come on,
Peter, stay
safe."







"I saw
a hero."

"I see this
man--this hero--
jumping in."

"Not
running
away."

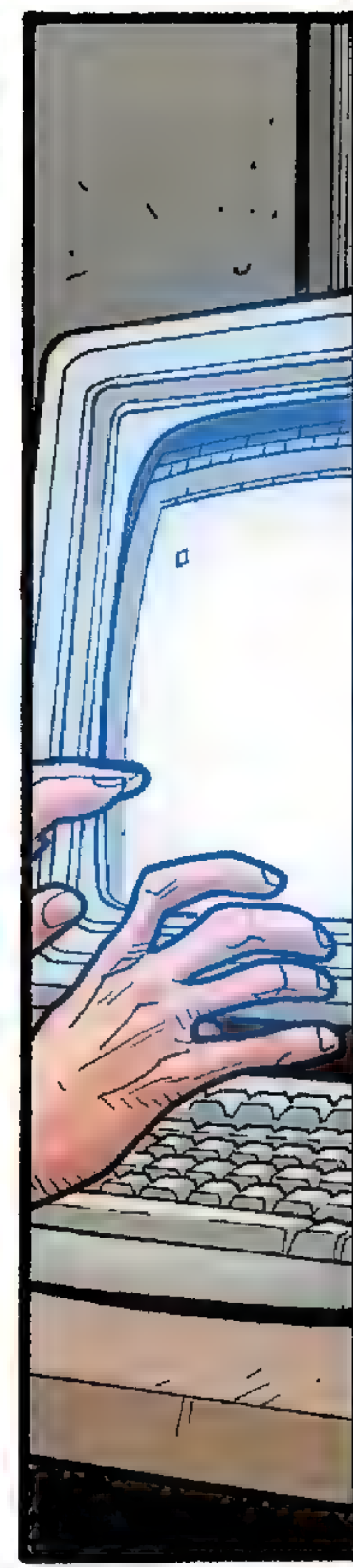
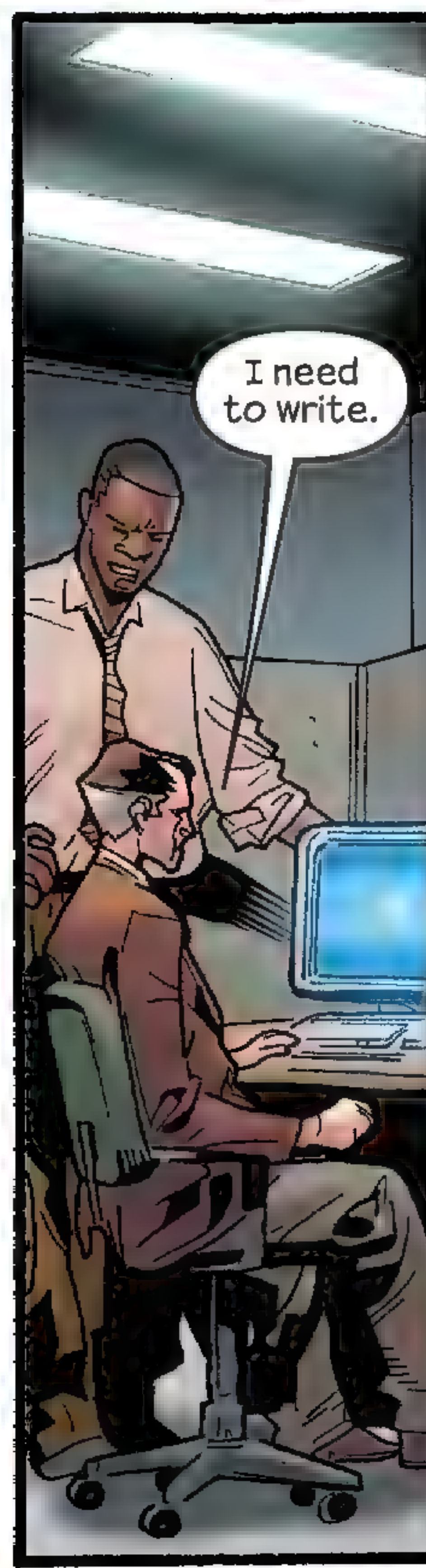
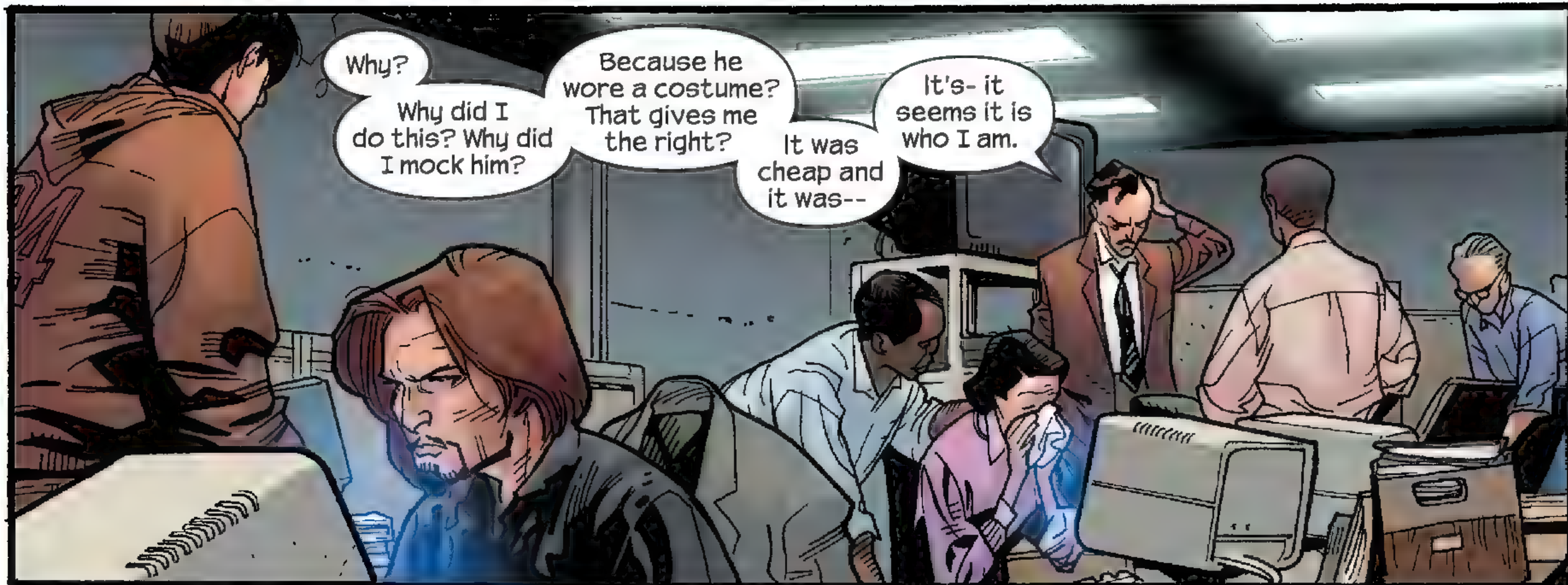
"(Like
we did.)"

"He jumped in
and tried to save
anyone he could."

"I'm..."

"I am completely
ashamed of myself."







Queens.

Is this another one of yours?

What did you call me?



Uh-- are you all right?

You called me Aunt May.

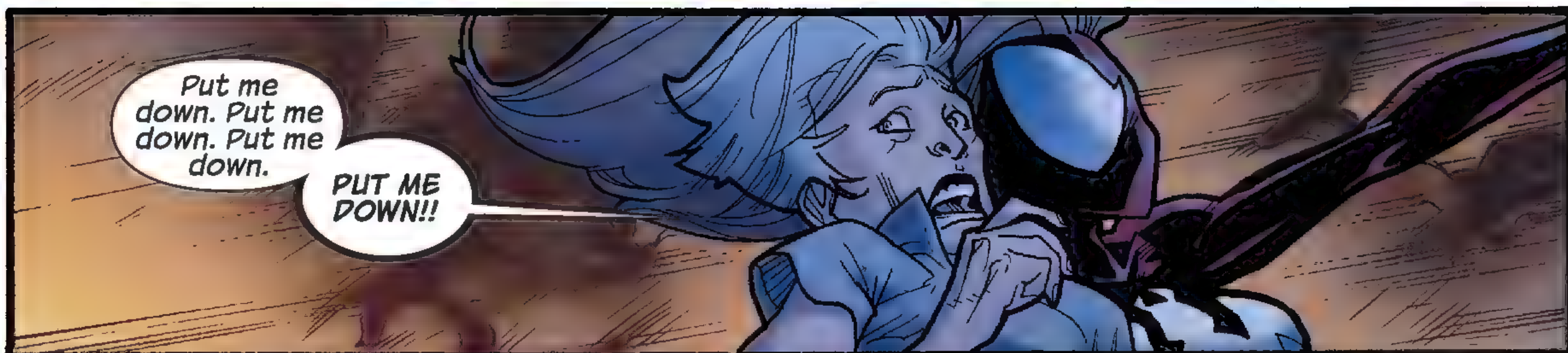
Um--

Not May-- **AUNT MAY.** You called me Aunt May.



Uh--

Who are-- **AAIE!!**



Put me down. Put me down. Put me down.

PUT ME DOWN!!



Sorry, listen, higher ground is better.

Oh my God!!

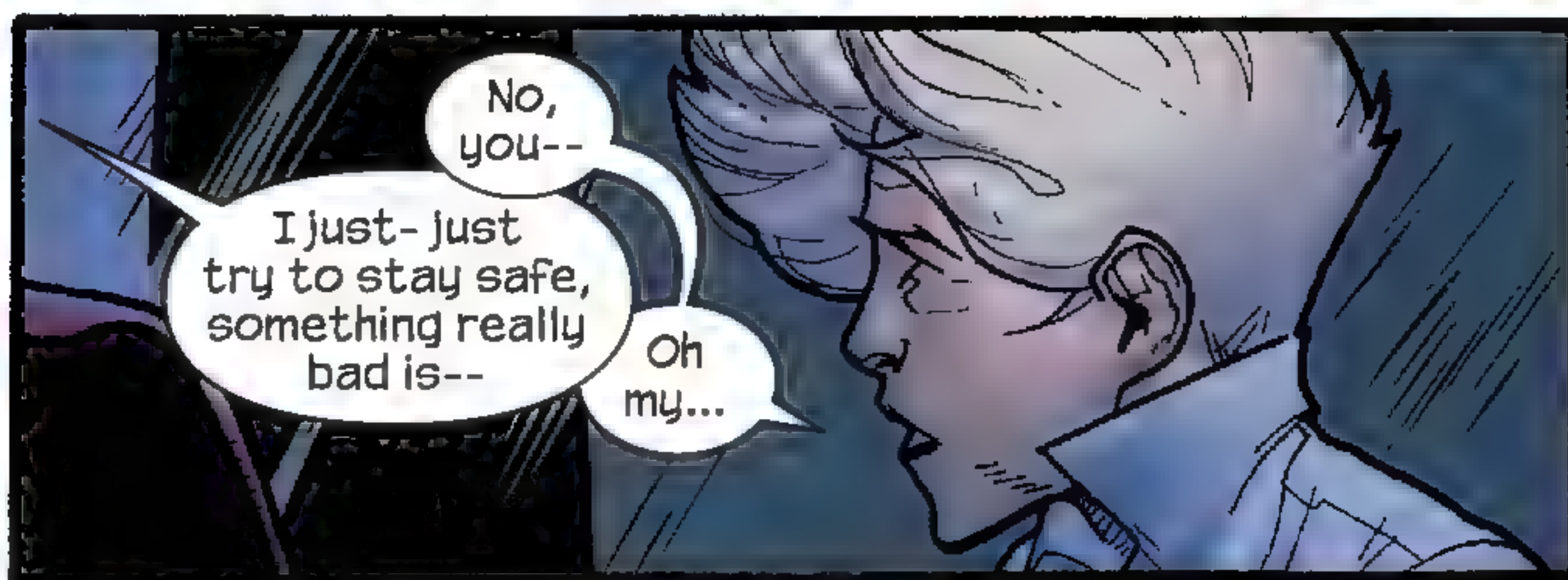
Sorry.



You called me Aunt May, you're dressed like, you're a girl dressed like...him.

Who are you??

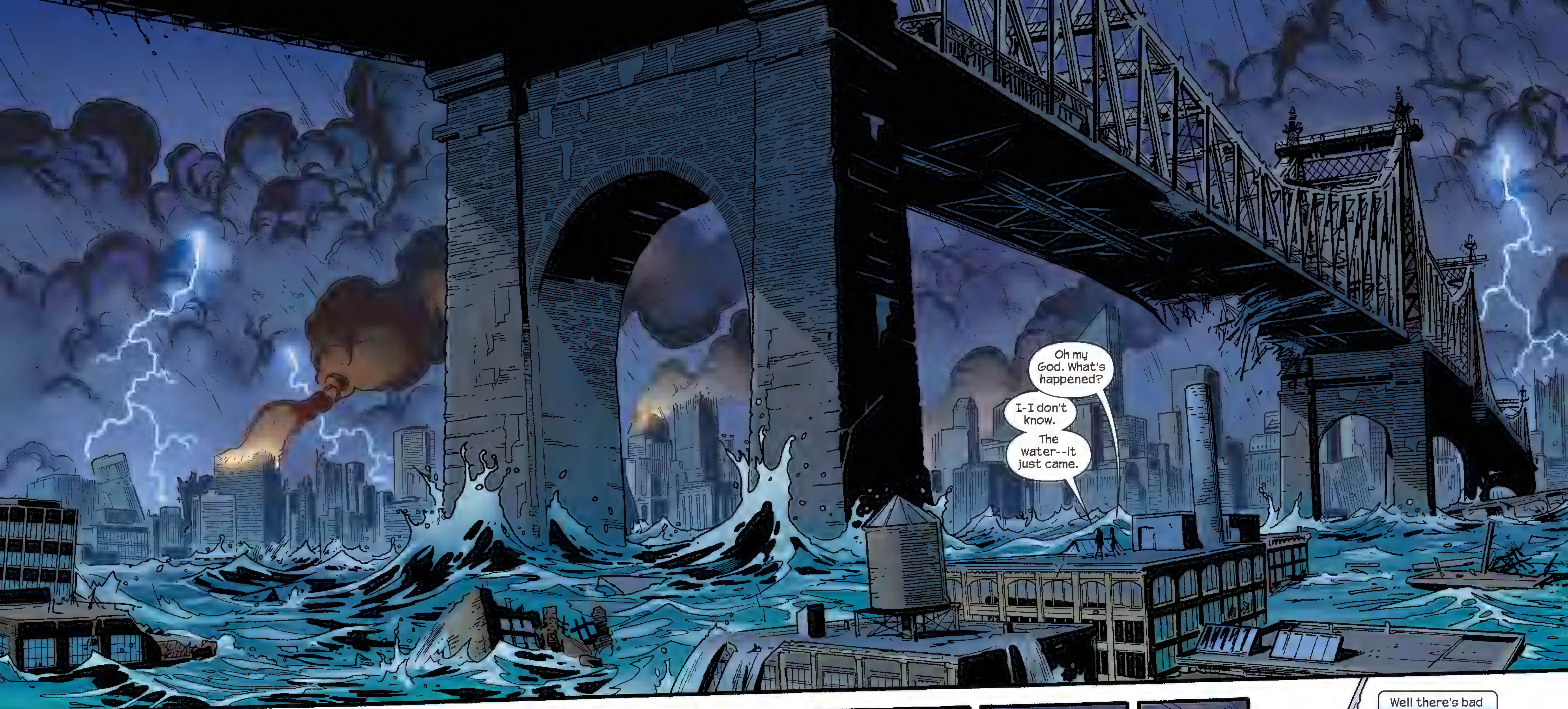
You heard wrong. I-I just wanted to--



No, you--

I just- just try to stay safe, something really bad is--

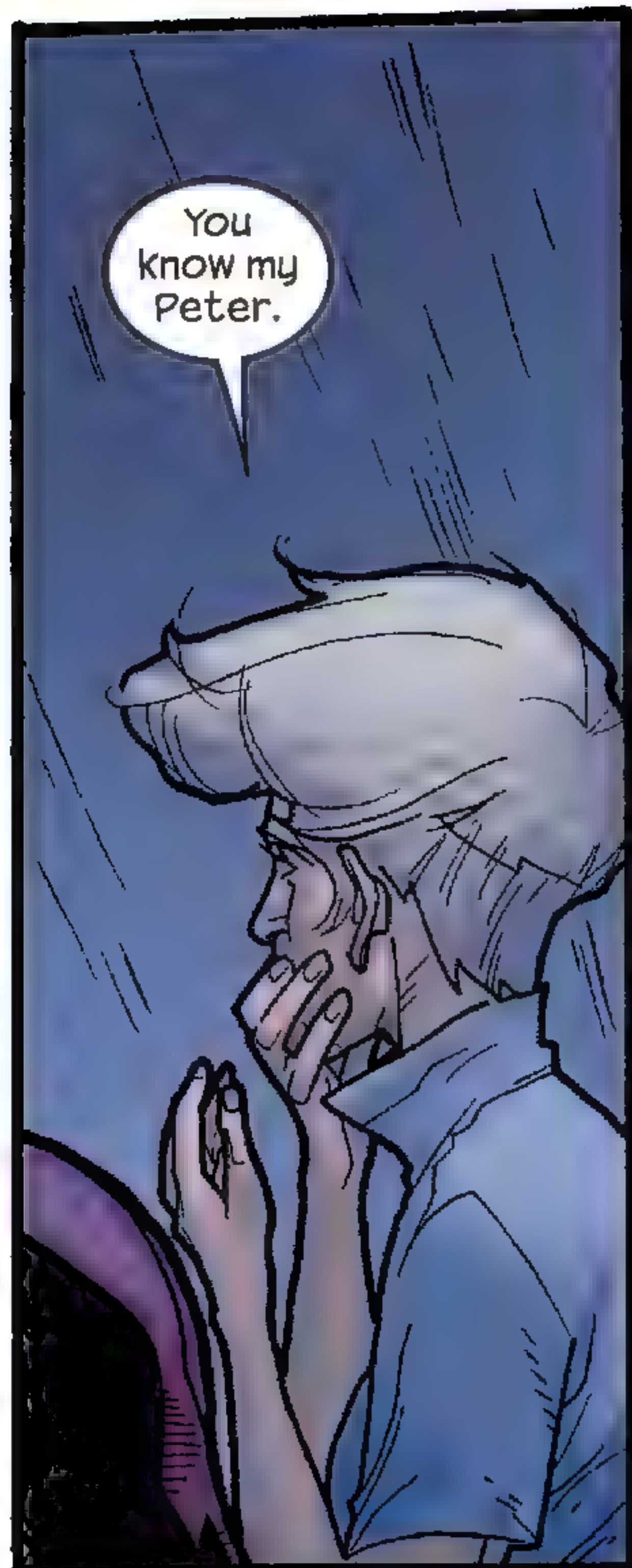
Oh my...



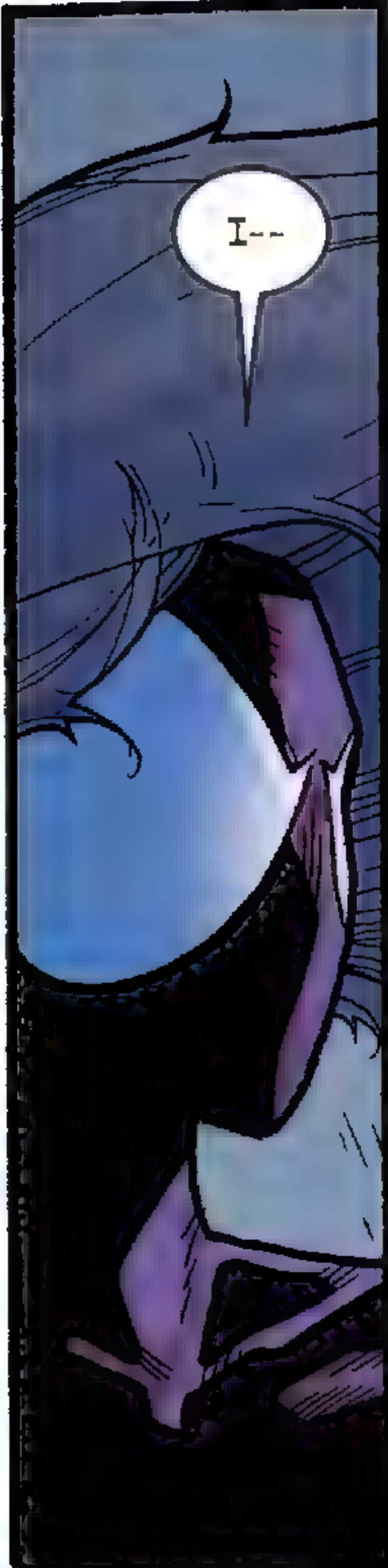
Oh my God. What's happened?

I-I don't know.

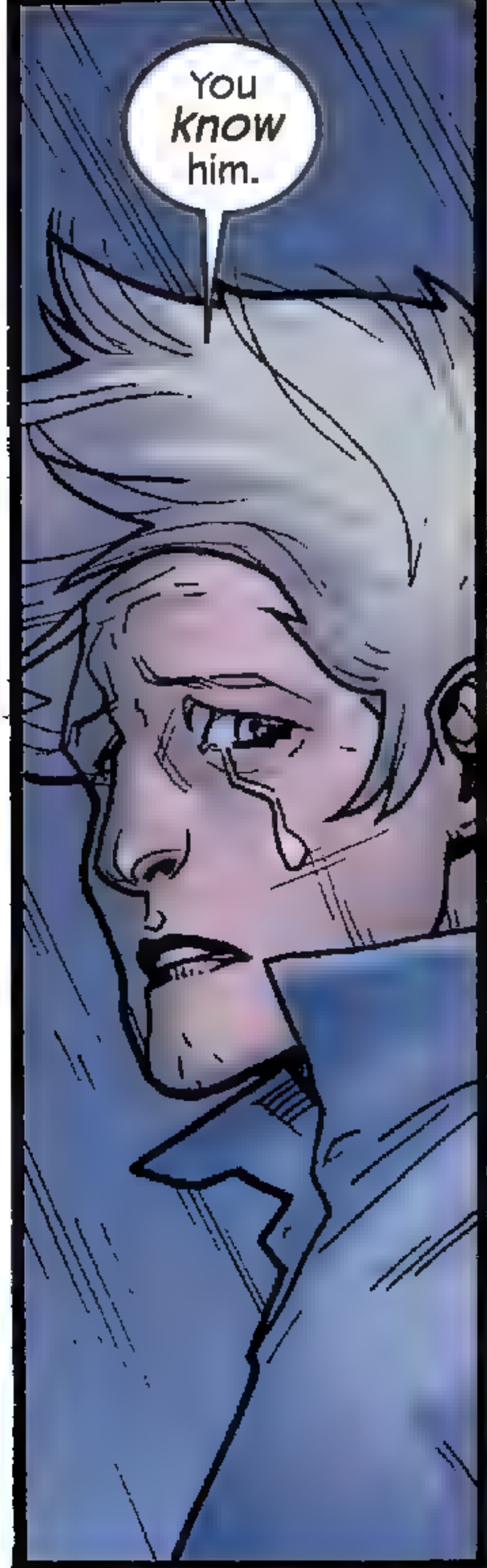
The water--it just came.



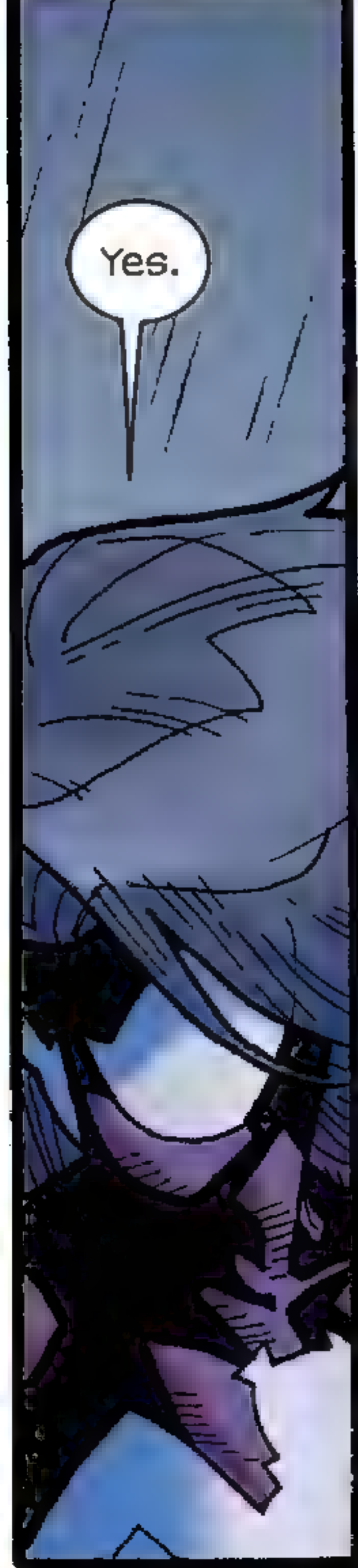
You know my Peter.



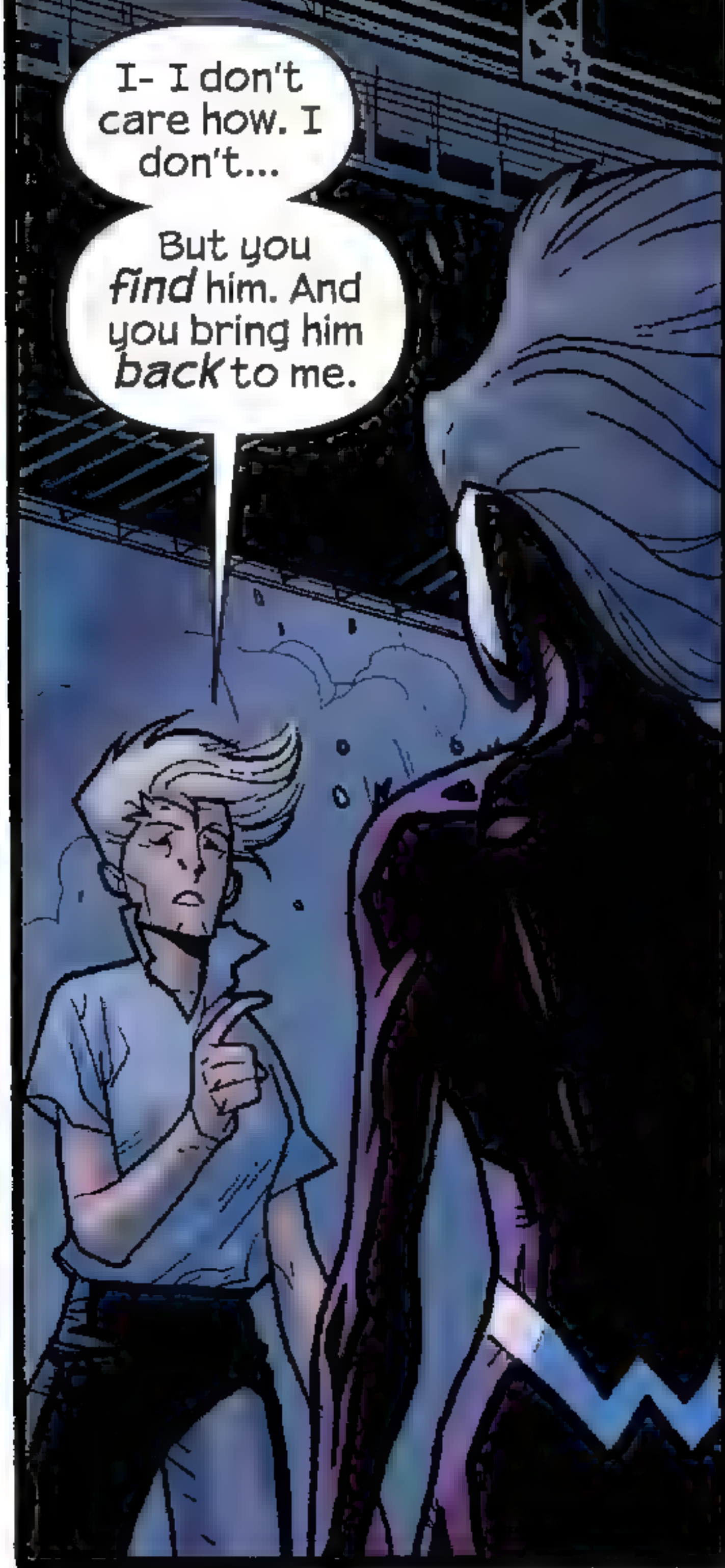
I--



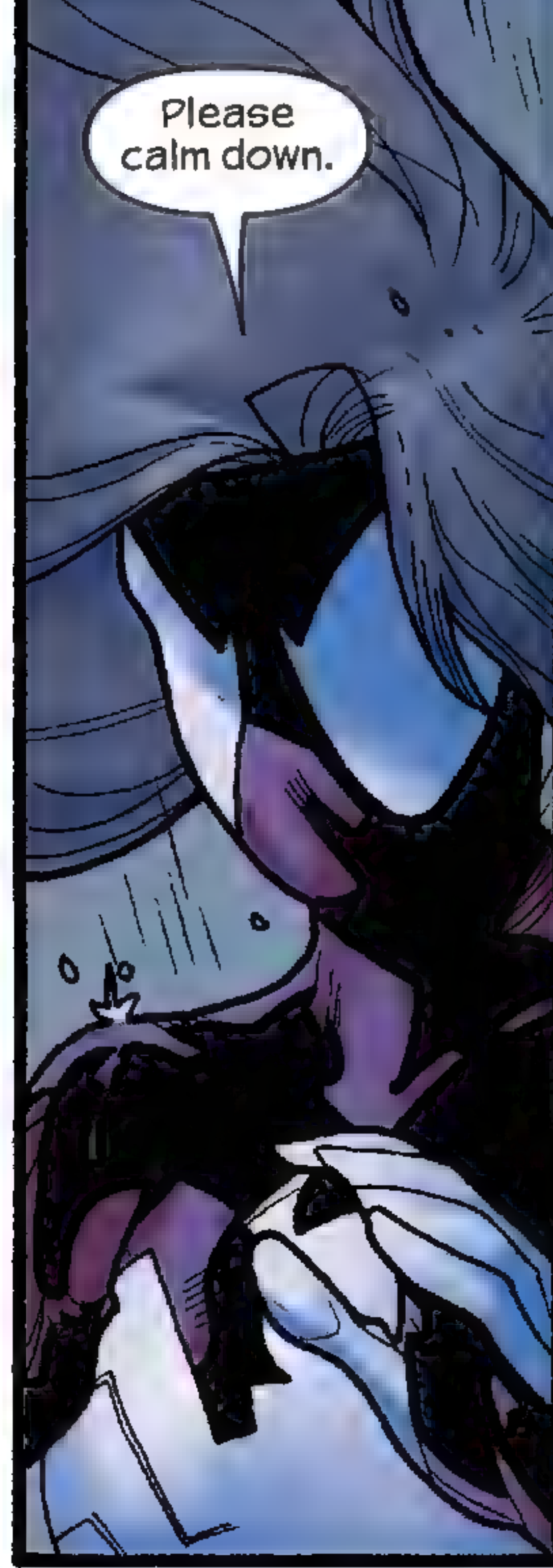
You know him.



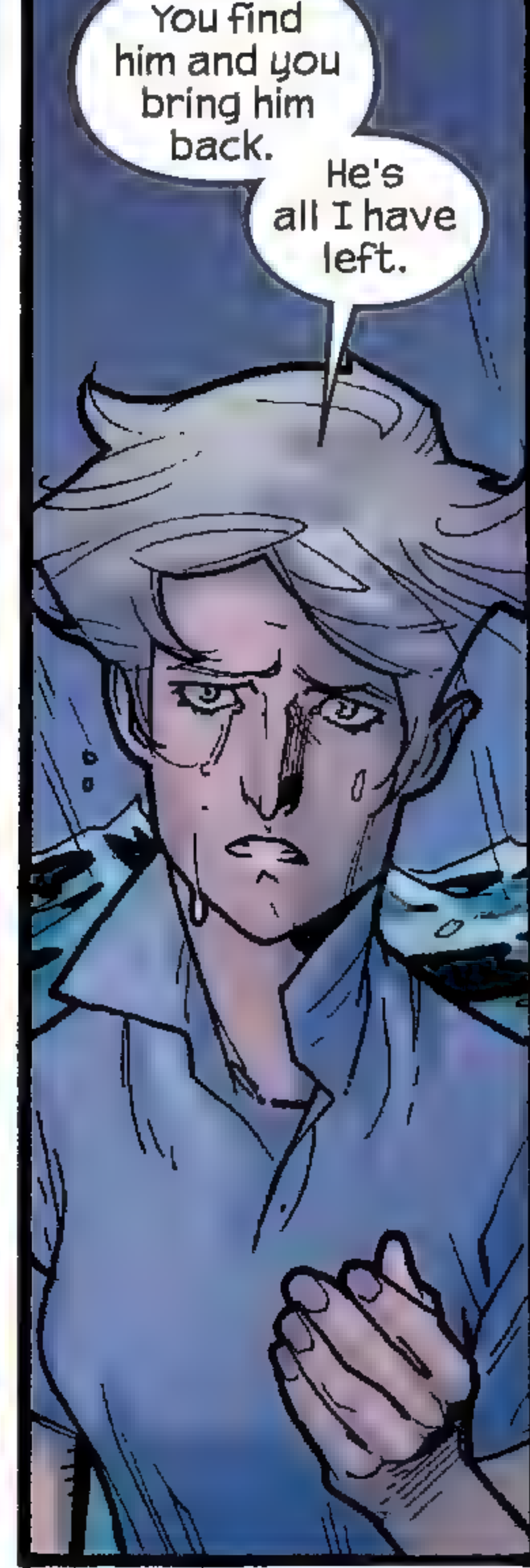
Yes.



I- I don't care how. I don't...
But you *find* him. And you bring him *back* to me.



Please calm down.



You find him and you bring him back.
He's all I have left.



Yes, ma'am.



Well there's bad and there's bad...

And I thought today was about as bad as bad could get...

Then *this* happens.

This is so me it's not even funny...

I survived a hurricane, I survived the destruction of New York City, I survived the general crazy that is my life as Spider-Man...

I turn around and here's *the Hulk*.

The whole Hulk.

Right in my face.

Did he do this? Did he bring this hell? Did he kill all these people?

Uh-

He's just staring at me.

(And I'm just staring at him.)

I'm scared if I move, he'll- he'll *smash* or something.

If I run away--all these people who lived through this now have to deal with *him*.

I can't run, I can't fight him. I can't--

Hello?

There's a guy in there. A human guy.

A doctor.

Banner something. He's in there somewhere.

Um, I'm Spider-Man.

Maybe I can *reason* with him.

Maybe I can turn him back to his Banner-ness.

Maybe I can get him to go away without hurting anybody.

Did he do this? Xavier told me it was Magneto.

But he told me this in my brain when I could very well have been having a nervous breakdown so I'm not completely entirely convinced that happened.

Xavier hasn't come back inside my head and said anything else to me since.

It very well could be- ugh!! I don't know!!

I don't know!!

Hulk? Can you *hear* me??? Do you know where you are?

Hulk--

I just called him Hulk. I hope that's not an insult or a--

Uh @###, he talked.

Yeah?

Hulk...





The water fell down.



Okay, simpler. He needs simpler.

(He needs not to kill me and chase me up and down the street, is what he needs to do.)

Hulk.

Help me.



Help you.



Hulk, my friend.



Hulk friend??

Yes.

Help me, friend. Help me *save the people*.

People.

Are hurt.

Hulk help little friend.



Okay. Uh, follow me.

And friends don't smash friends.

And friends don't--

HEEEELLPPP!!!



Okay, survivors.
Okay. That's at
least not horrible.

Hey!!

Heeeellpp!!

Now if only my new
sidekick can just
stand there and not
Hulkify anything.



Hi.

Okay, here's
what we're going
to do--

What's
happening?!!

Nothing
good.

Listen, I'm
going to shoot
a web-line down
to the street.

I need you to
get on the web, I
want you to try and
crawl down or I'll
just let you down
easy.

Where're all
the lights? Are--
are those
bodies??



You want
us to crawl out
the window onto
a web??

Can it
hold us?

Sure.
Just hold
on.

It's
sticky.

Easier
to hold
onto.

Okay, hold
on tight.

Everything's
a little slippery.

I can't
breathe!!
I can't--



Oh
God!

OH
GOD!!

Just
settle!!

OH
GOD!!!!



Hulk
catch.

...



Okay,
see?? Everyone
is okay.

What has
happened?

Everything
has gone to
hell, but we're
still here.
We're okay.

So let's
focus on that
and--

Oh my
God!

I don't
understand
what is
happening!!

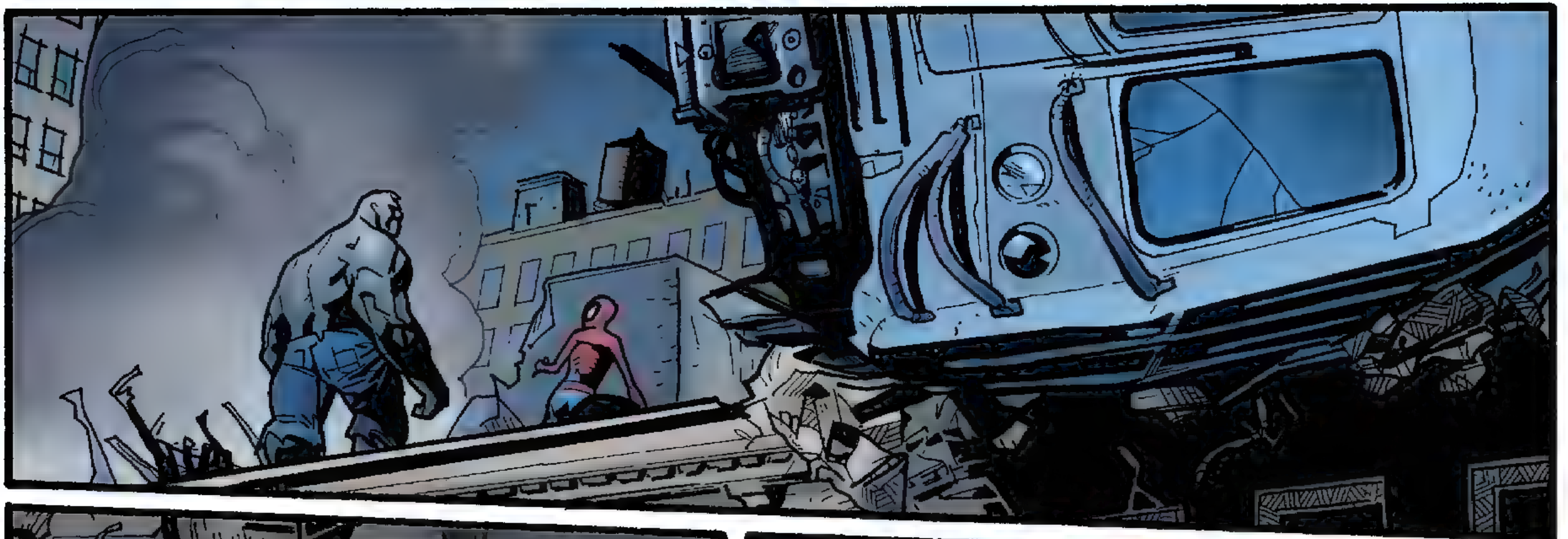
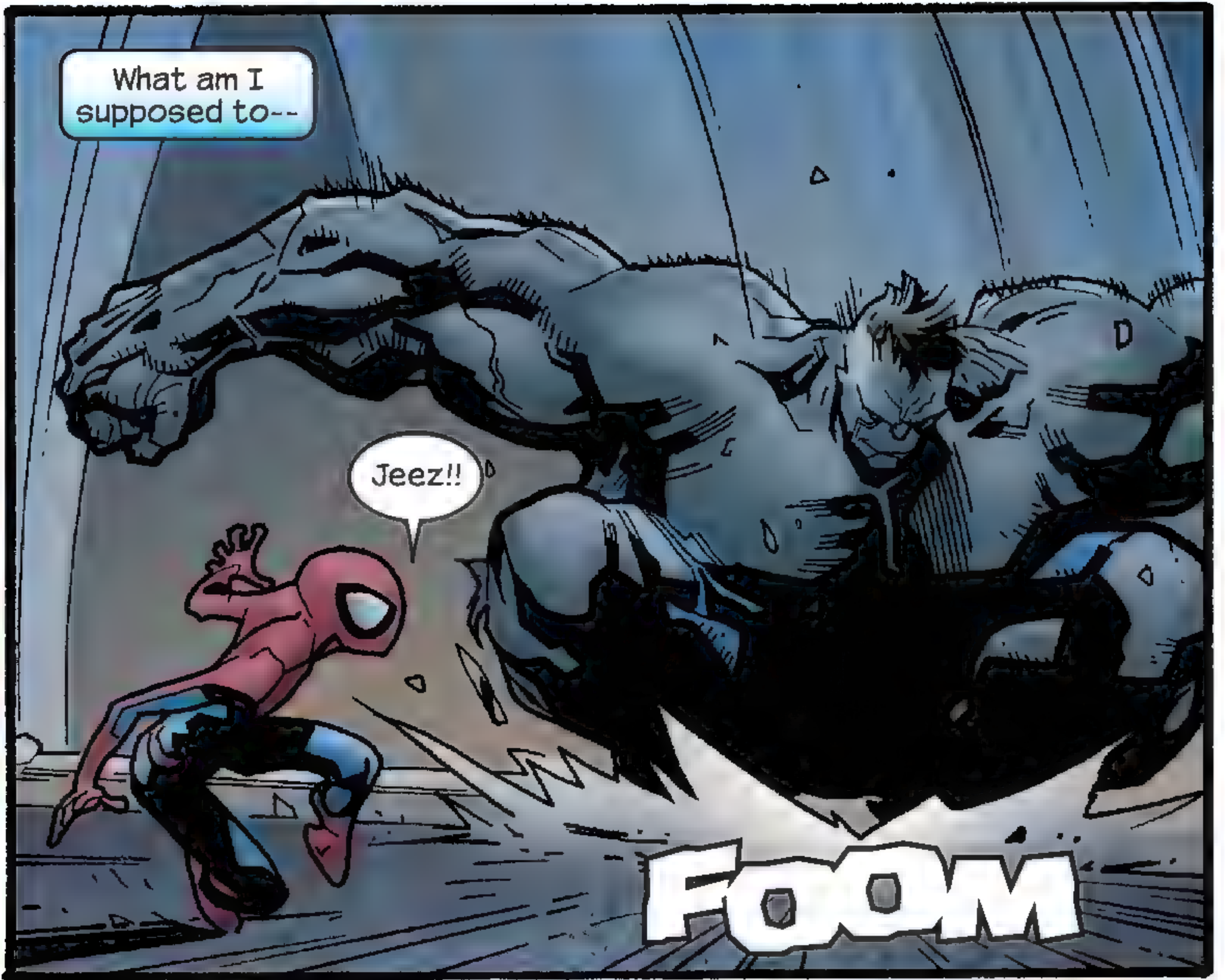


You okay?
That's an awfully
nasty boo-boo.

You see
that??

That's
crazy!







Daredevil.

Dead.

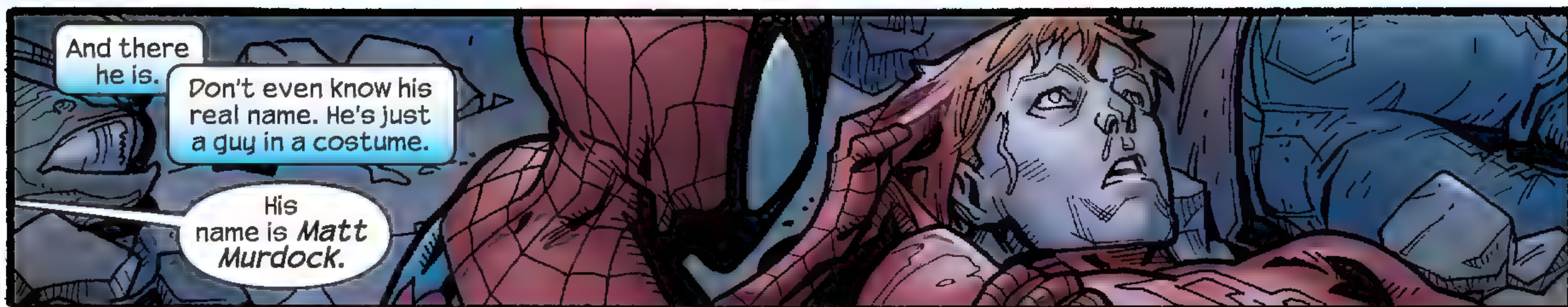
I never--

I never
thought--

Honestly--
he didn't like me
very much, but I
really--you know
I really admired
him.

I told
him.

I admired
his--his ability
to just do what
he needed
to do.



And there
he is.

Don't even know his
real name. He's just
a guy in a costume.

His
name is *Matt
Murdock*.



He was my
lawyer.

Didn't
know he had
a costume
and a thing.

Doctor
Banner...

You're
a kid...

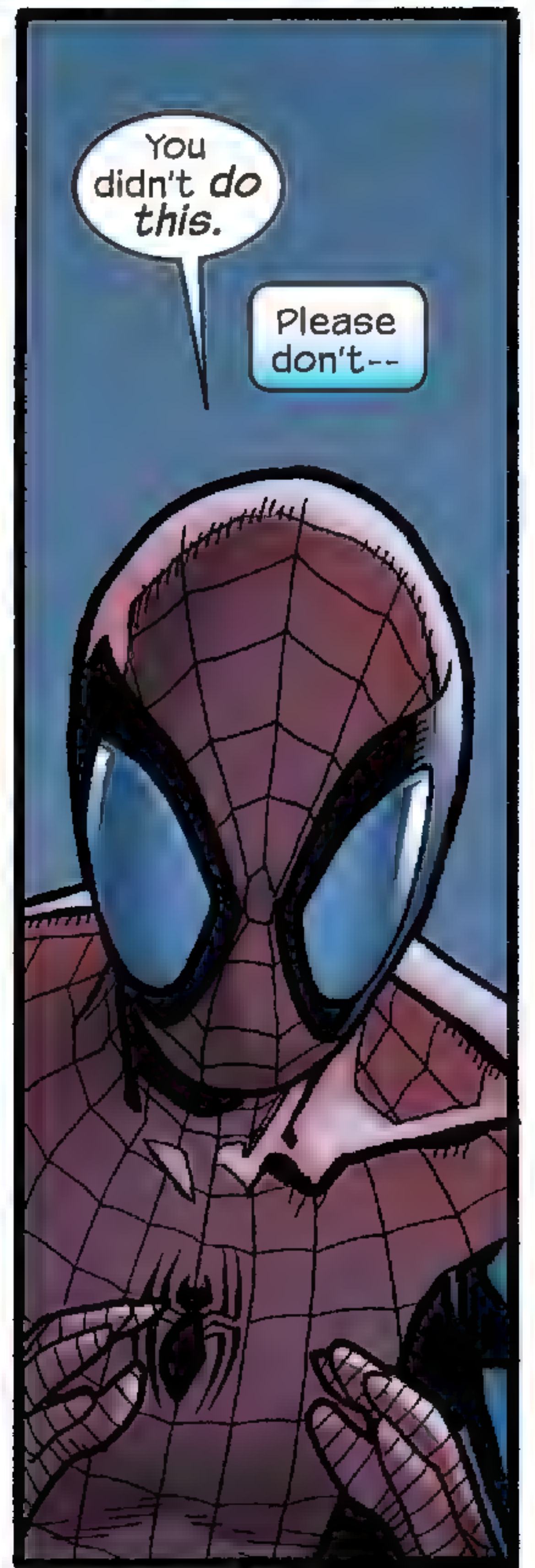
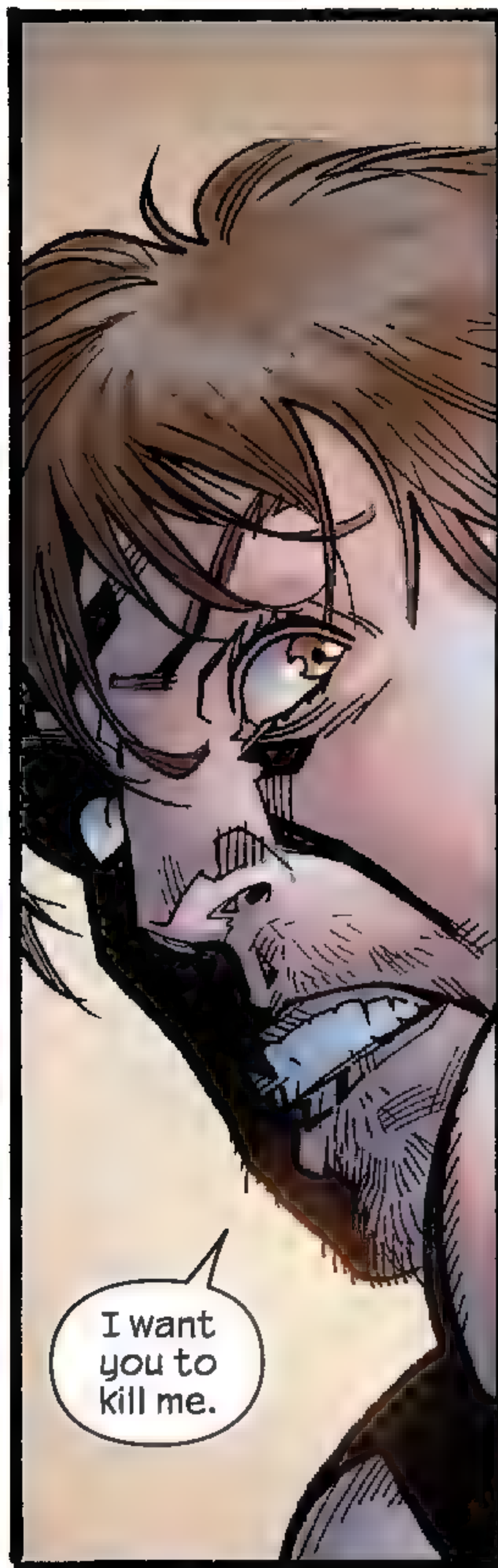
I--

What the
hell happened
here?

Oh my
God...

What is this?
Where am I?

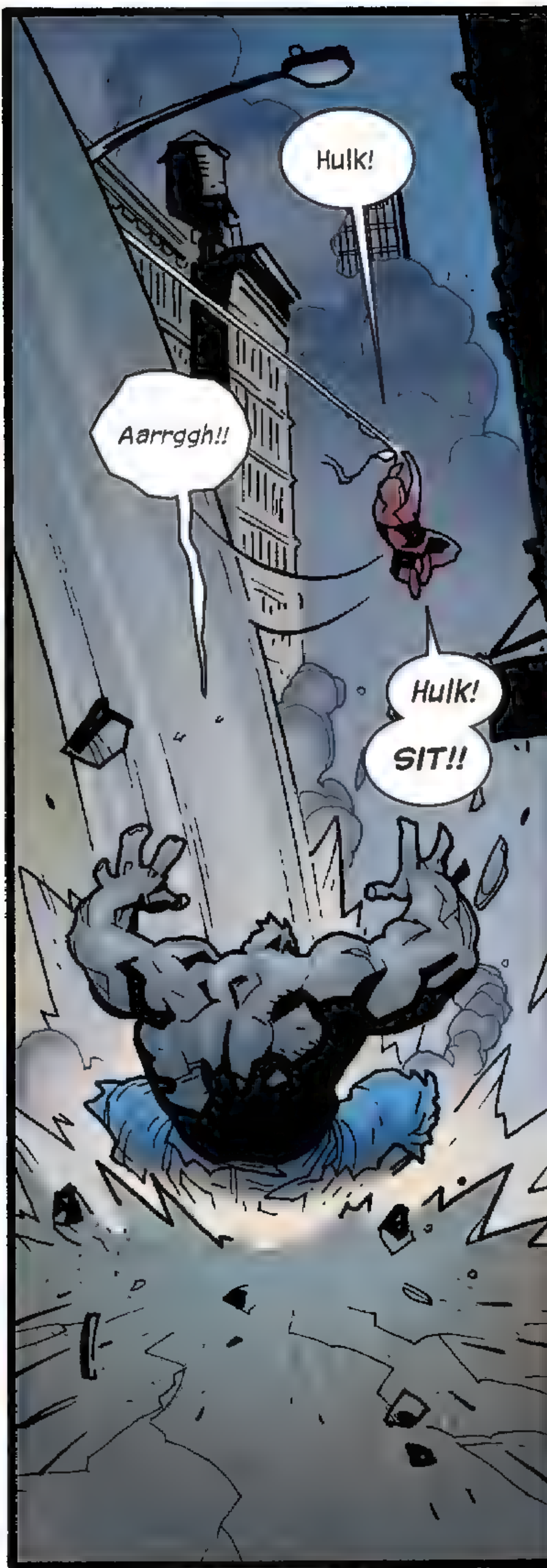
Is this
New York?







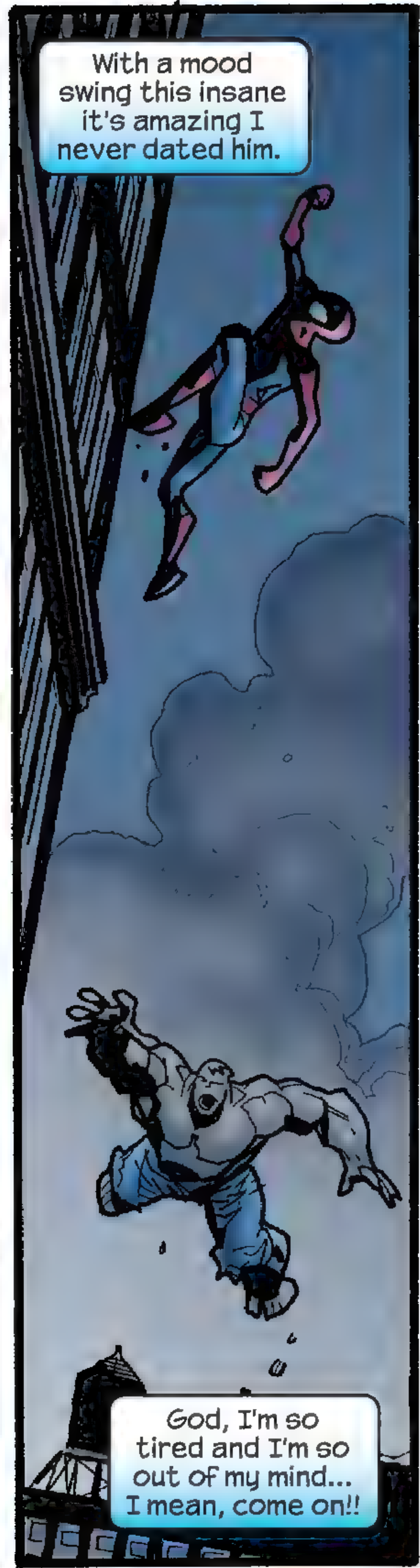
Okay, it's officially the bestest day ever!!



Hulk!

Aarrggh!!

Hulk!
SIT!!



With a mood swing this insane it's amazing I never dated him.

God, I'm so tired and I'm so out of my mind... I mean, come on!!



I gotta find somewhere to rest, or-or hide from this.

Somewhere to get my wits about me.

Somewhere to--oh!

Hey. Doctor Strange's.

Doc Strange. Master of the mystic arts.

Okay. That's--- I hope he's okay. I hope he somehow--

uh.



That cab. That--that can't be good.

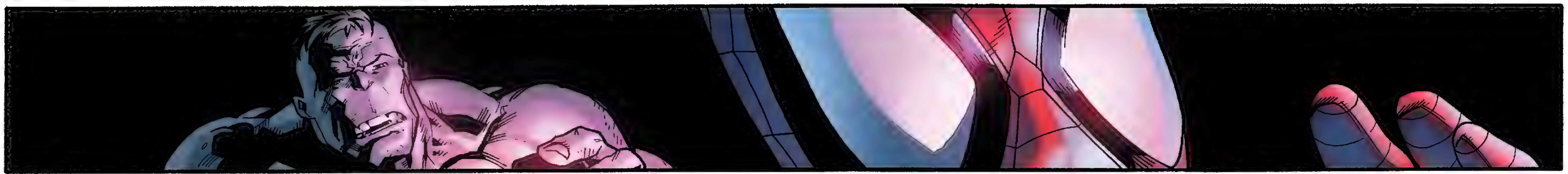
Not only is this just in general a horrible thing: cab through a roof.

But didn't that window seal, like, keep all his magic and demons and all the other things he's in charge of...



Safely tucked...

Away?







Brooklyn, Now.

Come on, Kenny.

This isn't easy.

How the-- agh--how the hell does he *do* this every day?



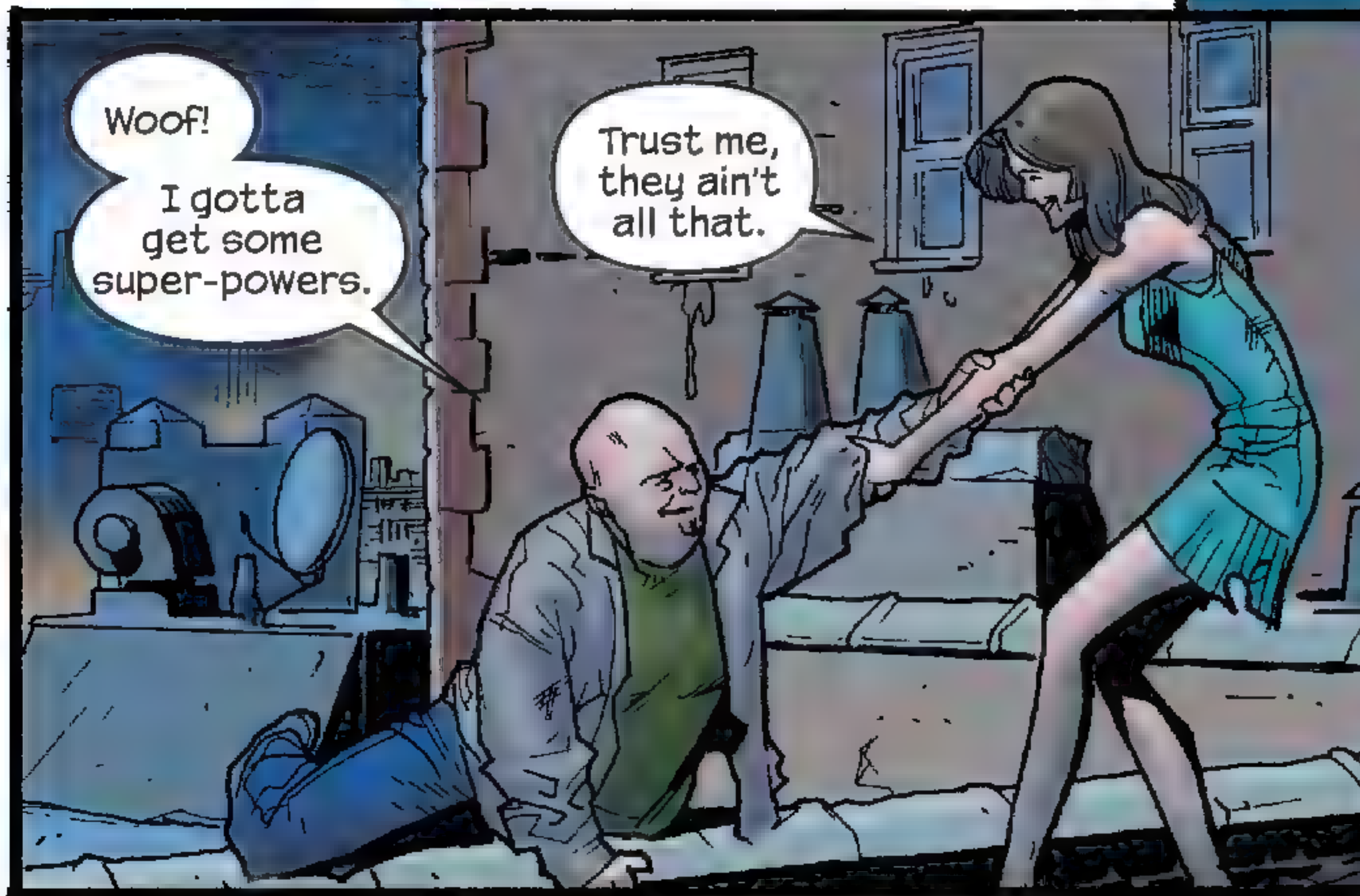
Who?

Peter. Guy swings around the whole city, I can't even make it over the--

Take the hand.

I got it, Kitty.

Take the hand.



Woof!

I gotta get some super-powers.

Trust me, they ain't all that.



Jeez...

I can't believe it.

How did this happen?

And what is *that*?

The purple thing...

What?

I- I don't know.

Is that water?

Water isn't purple.

It look's like SoHo. That's SoHo, right?

Where are the--where's the army? Or the Ultimates?

Exactly.

The Fantastic Four. Where *is* everybody??

They might all be dead.



God, I hope Peter's okay.



What the hell, MJ??

Why did you send him in there!??

I didn't!



Whoa!!

You sent him IN there!!!

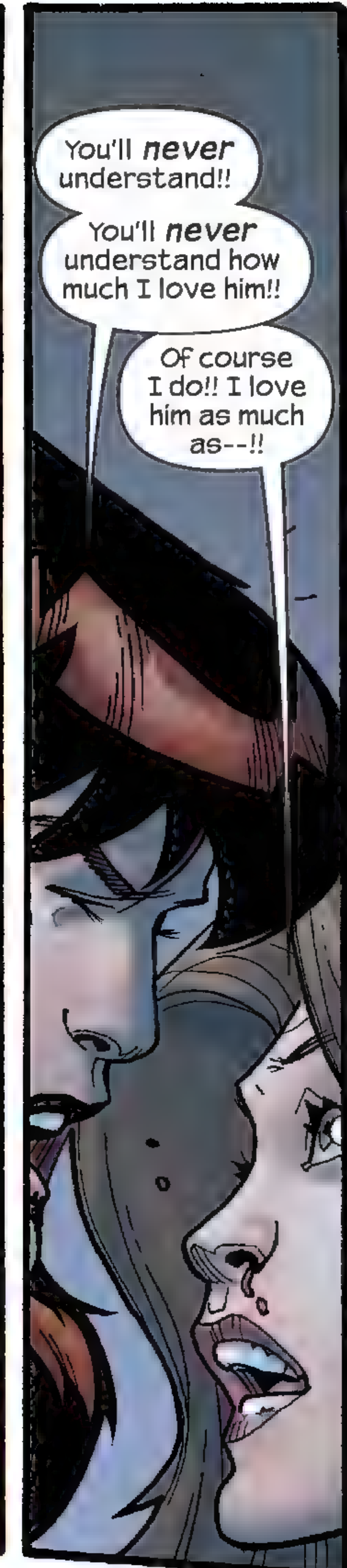
STOP!!

YOU SENT HIM IN THERE!!



RRRGHH!!

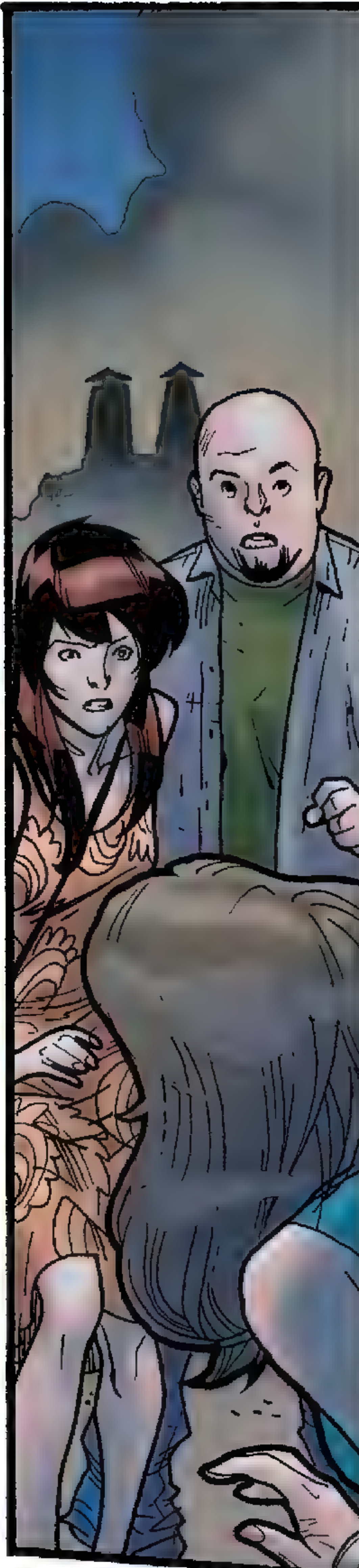
Stop!!



You'll *never* understand!!

You'll *never* understand how much I love him!!

Of course I do!! I love him as much as--!!



I didn't *send* him.

He went in. He- he- he went to do what he could. Just like us.

I would go in too if I could get there. If I could swing or fly.

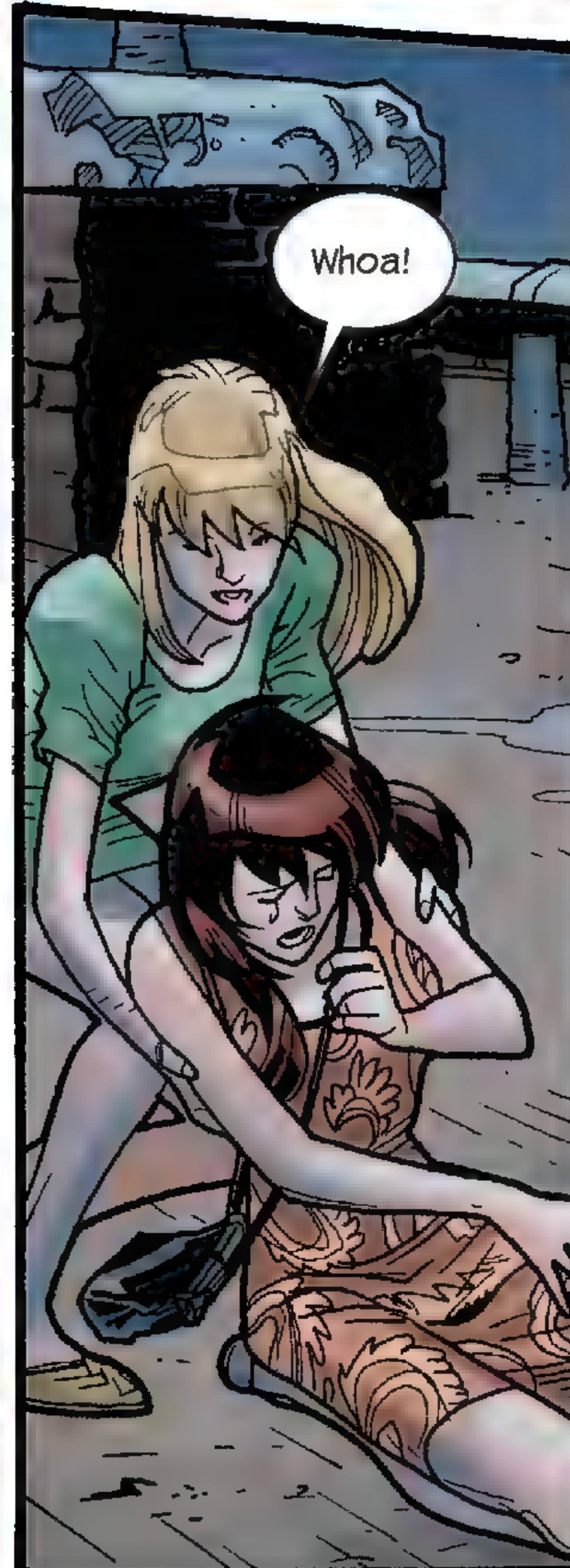
You *know* that. I would go too.



This- this is

The world- this is something else.

This is--



Whoa!



What do you want me to do?



Get him back.

Help him.



You're right.



Doctor Strange's Sanctum Sanctorum.
Two Months Ago.



Oh man, I thought you were friends with Daredevil.

No. Not even a little.

I thought you guys were in a club.

Club? No. I don't know him any more than you do.

So you won't mind if I say he's an @###hat.

No, that's about right.

Well, thanks for the help tonight.



No, you kidding me? Thank *you*, doc.

So what? Is this all your magic stuff?

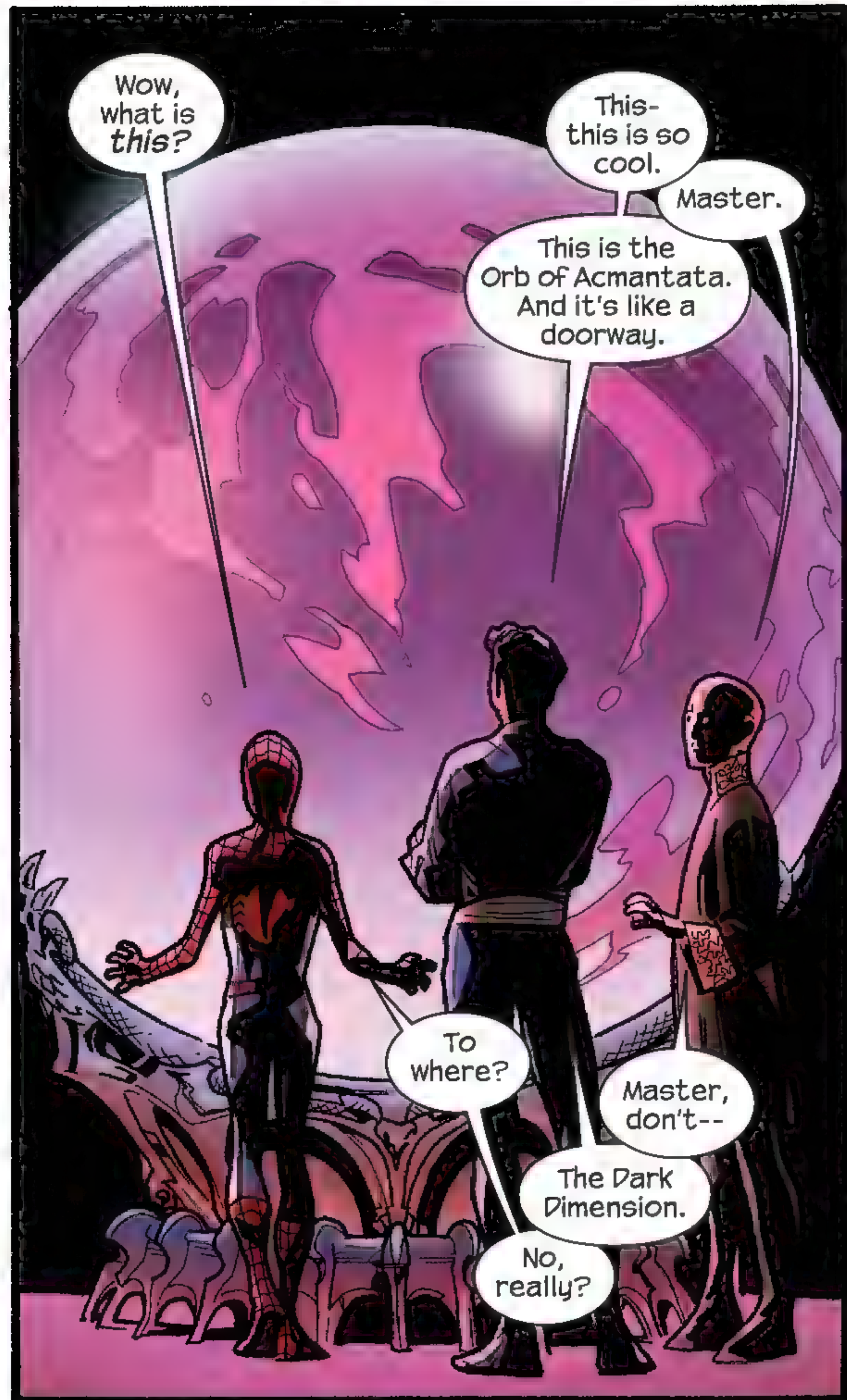
Yup.

Where'd you get it all?

I didn't. My dad did. The original Doctor Strange. I inherited it.

And it's all...real actual magic stuff?

All of it.



Wow, what is *this*?

This--this is so cool.

Master.

This is the Orb of Acmantata. And it's like a doorway.

To where?

Master, don't--

The Dark Dimension.

No, really?



Really. Anything that doesn't belong here on Earth or can't be here because it's like a mystic threat to our, you know, reality.

It's in *there*.

Sir. These are secrets that no--

Oh, he's cool.

Cool?

You won't tell anybody.

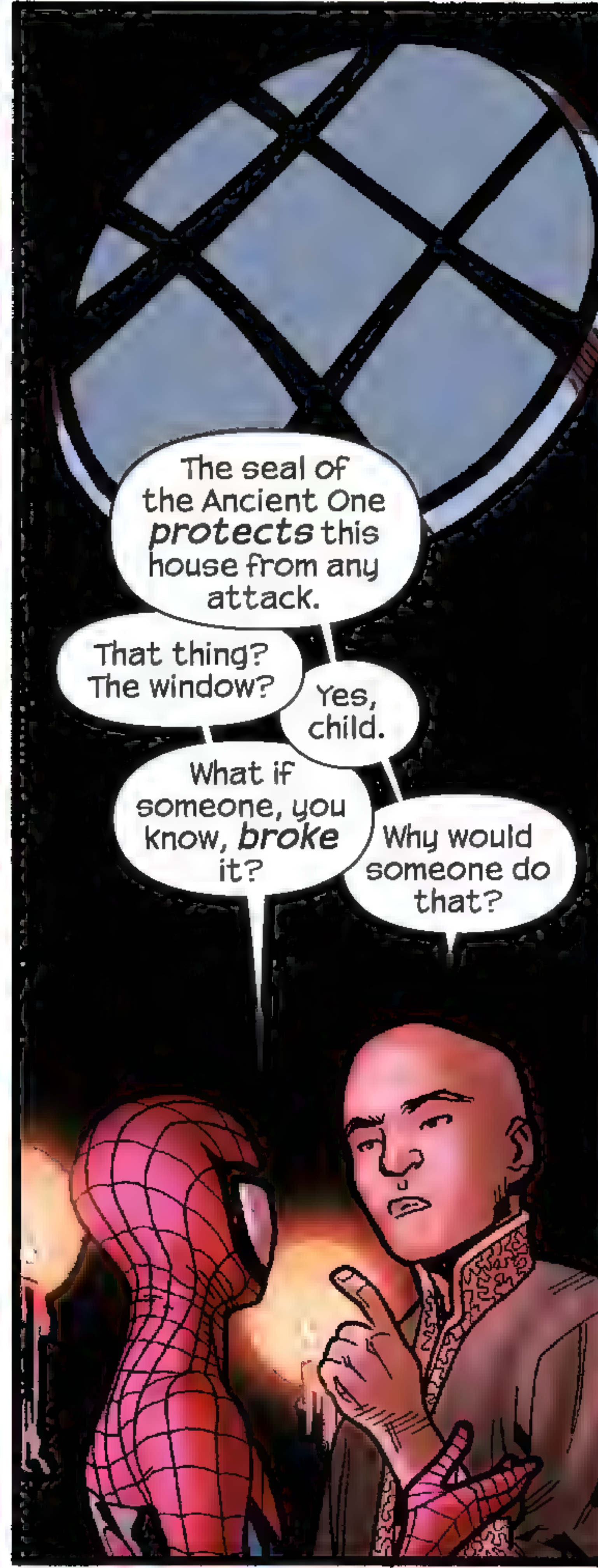


I'm not even sure what you said. But really, this stuff is all safe in here?

I'm still studying all of it. It's gonna take years.

And it's *safe* here... right in the middle of New York City?

Wong?



The seal of the Ancient One *protects* this house from any attack.

That thing? The window?

Yes, child.

What if someone, you know, *broke* it?

Why would someone do that?



Well...to steal *that*. Among other things.

This house is protected by spells carried on both mine and the master's bodies. The seal is secure.

(And we have a very expensive alarm system.)



Hey, don't worry about it...

It would take, like--I don't know, an act of *God* or something to break into this place.



One
act of
God.

Order
up.

Come on, say what you
will about me, but I have
found an amazing plethora
of ways to bite it today.

All of New York drowns in a mutant
terrorist disaster, I have the Hulk
chasing me up and down Broadway
like a two-thousand-pound rabid
dog and now I'm being bit in the tush
by out-of-control magic creatures
exploding from another dimension.

I mean come on,
this is a spectacular
amount of --AAGH!



Manoshefsky,
what the hell
was that?

Yikes.

All of a sudden
I feel- I feel
off. Feverish.

My skin's
crawling out of
my costume.

These smells...
What is this?
What are these
things?



Hulk smash
lights!

Hulk smash
lights.

Yeah, that's
good. That'll work.
Hit a house.



SMASH

HULK SAY
STOP IT!!



Hulk, cut it
out. It's a
building, not
a--

Oh
man...



He's
alive??

He made
it?

Strange?

Yoy.

That ain't
Doctor
Strange.

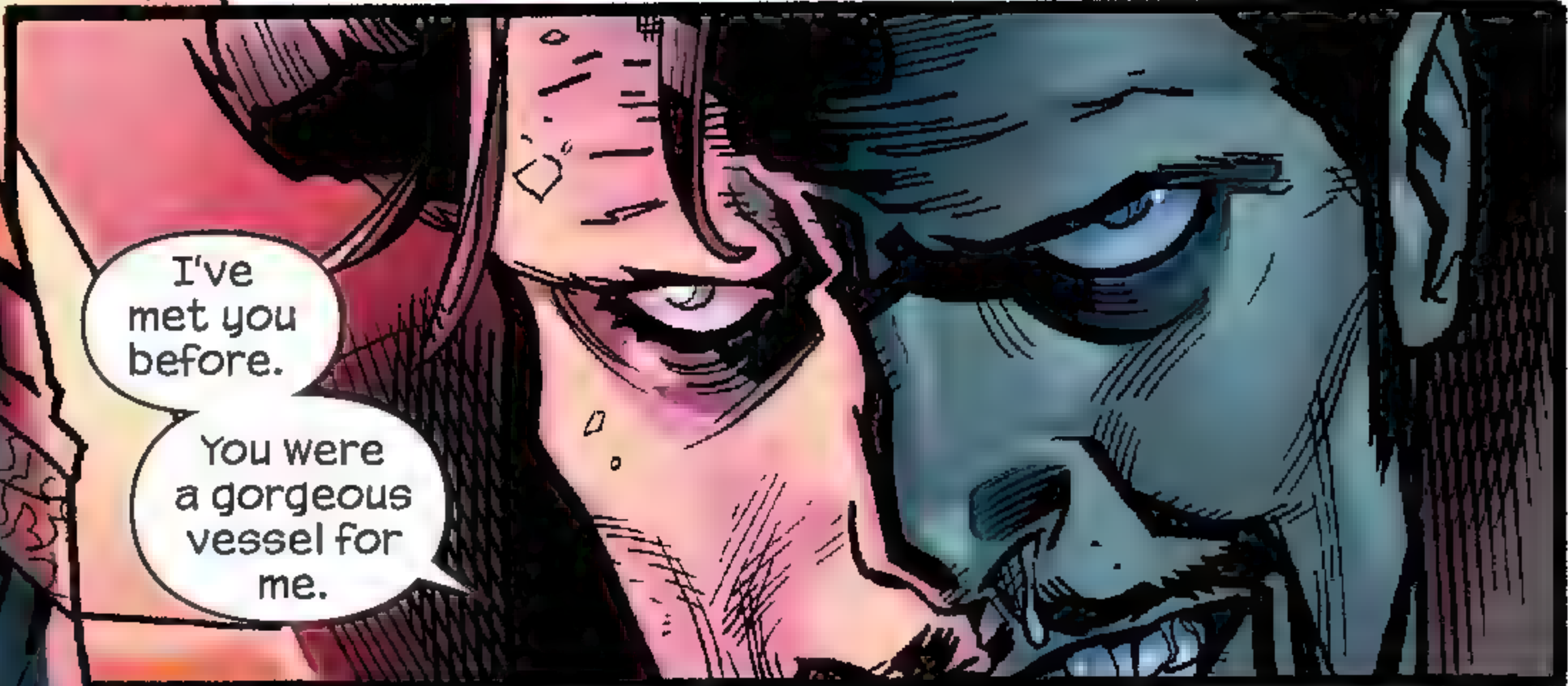
What is this??
Why is this
familiar?



Uh, Hulk...
hit that.

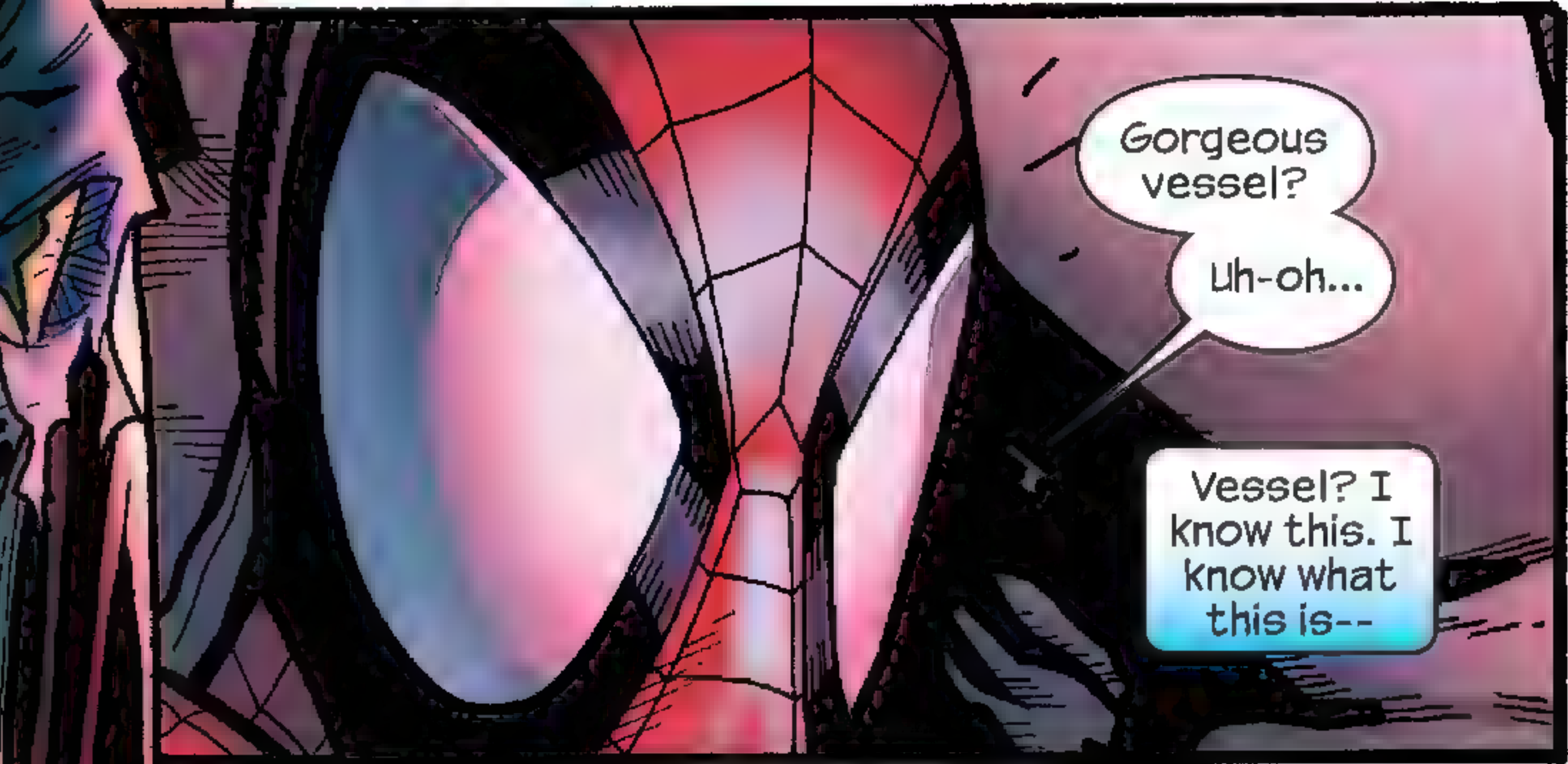
Don't tell
Hulk what
to do.

(The one time
I need you to hit
something and you
give me 'tude.)



I've
met you
before.

You were
a gorgeous
vessel for
me.



Gorgeous
vessel?

Uh-oh...

Vessel? I
know this. I
know what
this is--



But you. You
monster...

You
Hulk...

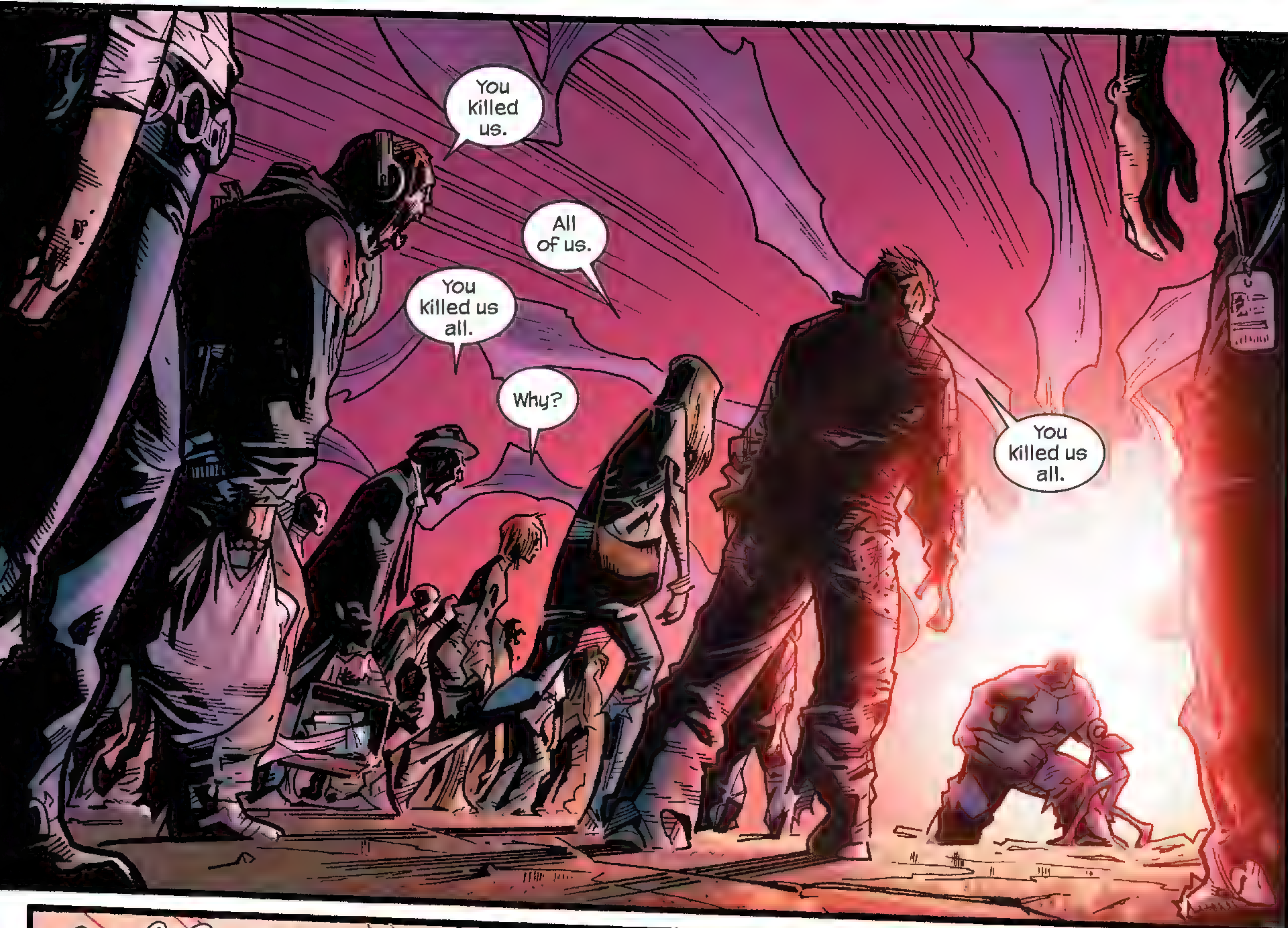
Let me
show you your
nightmares...

Nightmares.
Oh no...

No no no no.



Hulk
nightmares?



You killed us.

All of us.

You killed us all.

Why?


You killed us all.



HULK RUN AWAY!!

I have a special one for you, Mister Parker...





You killed me.

You don't even know our names.

You've ruined the world.

You're a monster.

You're nothing.

You should be dead.

Not us.

You should kill yourself.

You don't even know what a monster you are.

Why did you kill us?

Why did you make us die??



NNNOO!!!



You don't touch Hulk!!
You don't touch Hulk!!



You should be dead.

Not us.

Monster.

You killed us!!

Noooo!!!

Why did you kill us?

You killed all of us!!

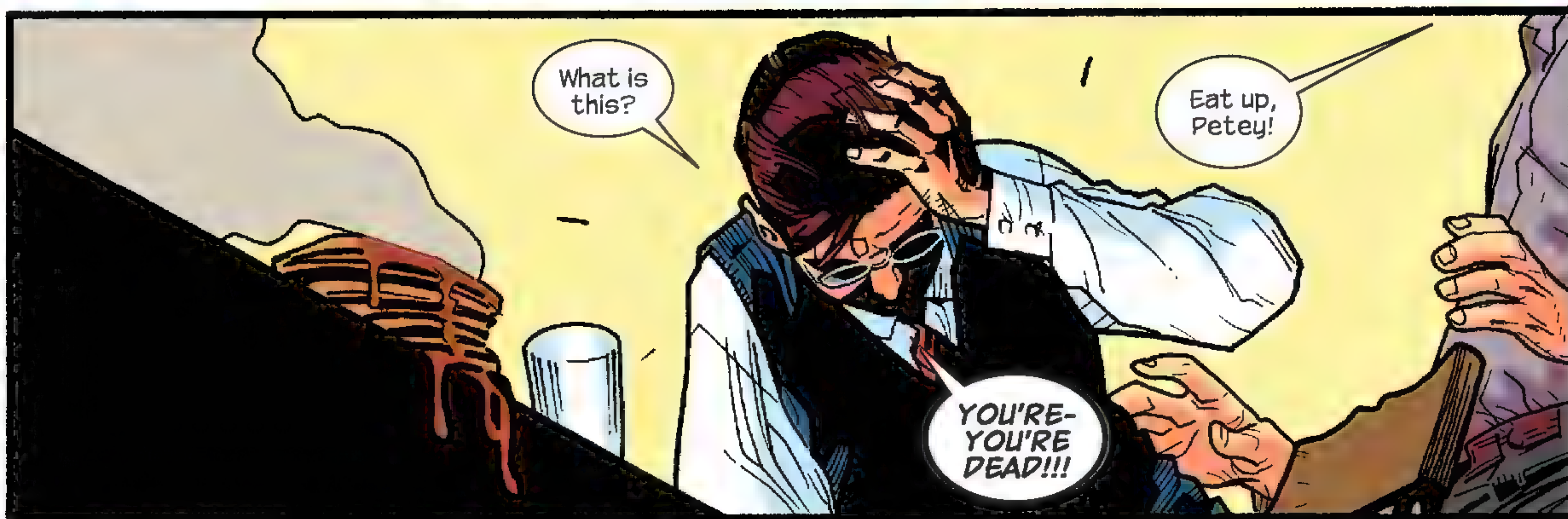
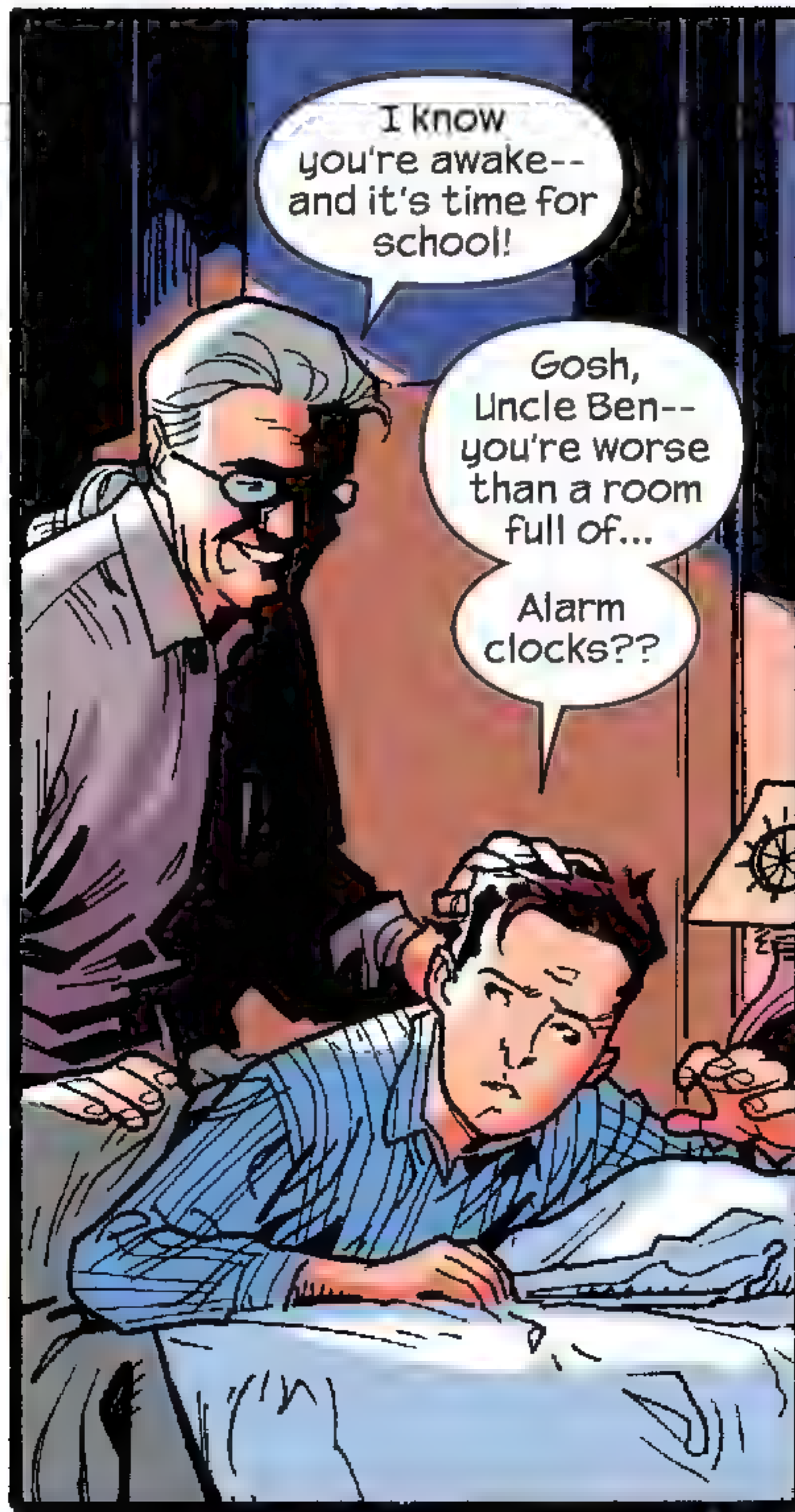


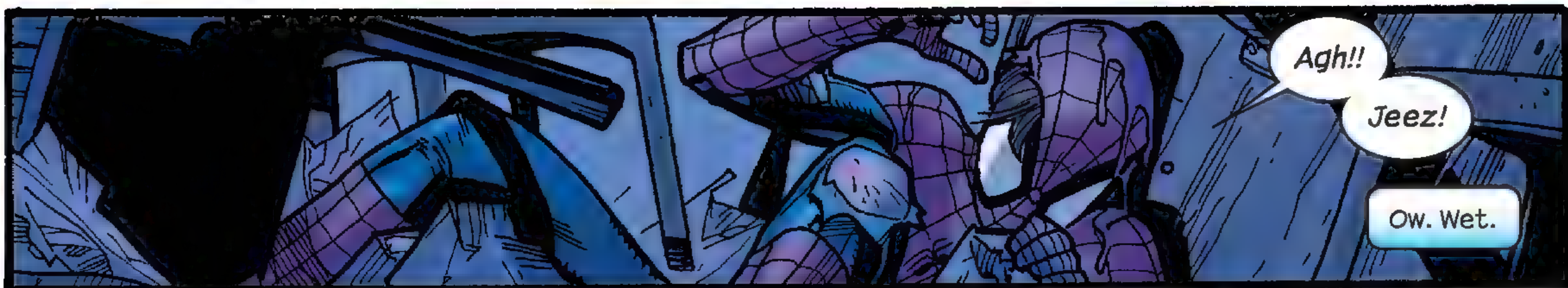
You killed us!!

You killed all of us!!

You killed us!!

You killed all of us!!





Agh!!

Jeez!

Ow. Wet.



I really don't know how much more of this I can take.

I really don't.



You remember me, don't you, Peter?

You and I, we've shared an experience.

Listen you, I know what you are.



I know you're magically pulling out all the bad stuff in my head because you get off on it or something, I know.

I get it. You're the god of nightmares.

Well, hate to break it to you, but look around you.

Look what's happened.

There's nothing in my head that's worse than what is actually happening.



Your nightmares are powerful. Unique. So, so beautiful.

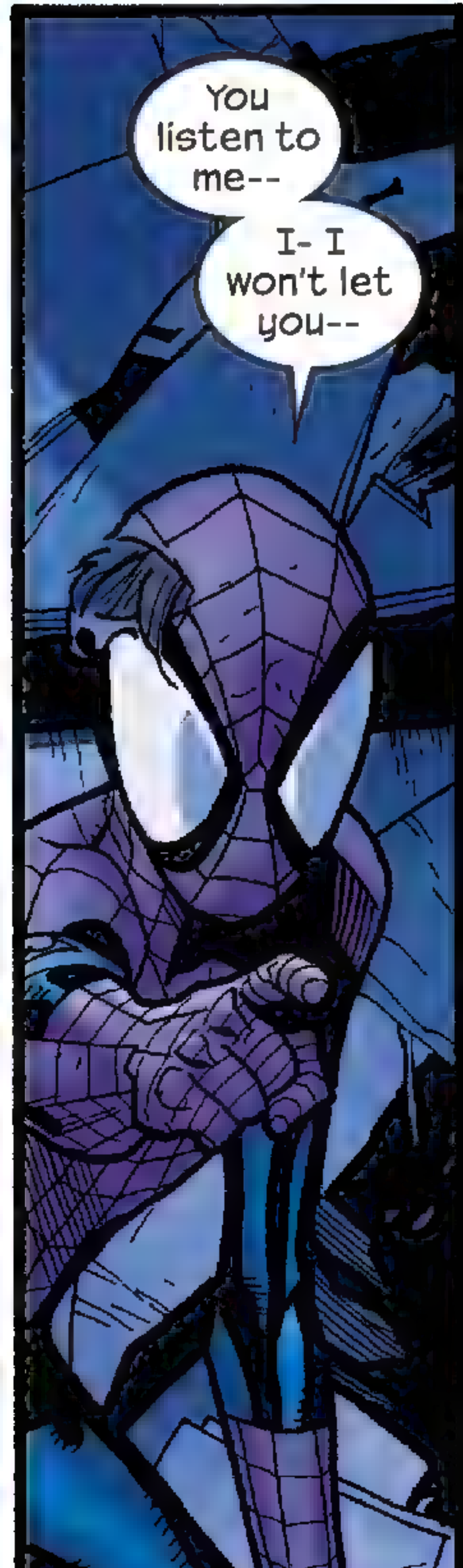
And your monstrous friend outside...

Oh my.

I've waited so long to come to this world. To be free in this world.

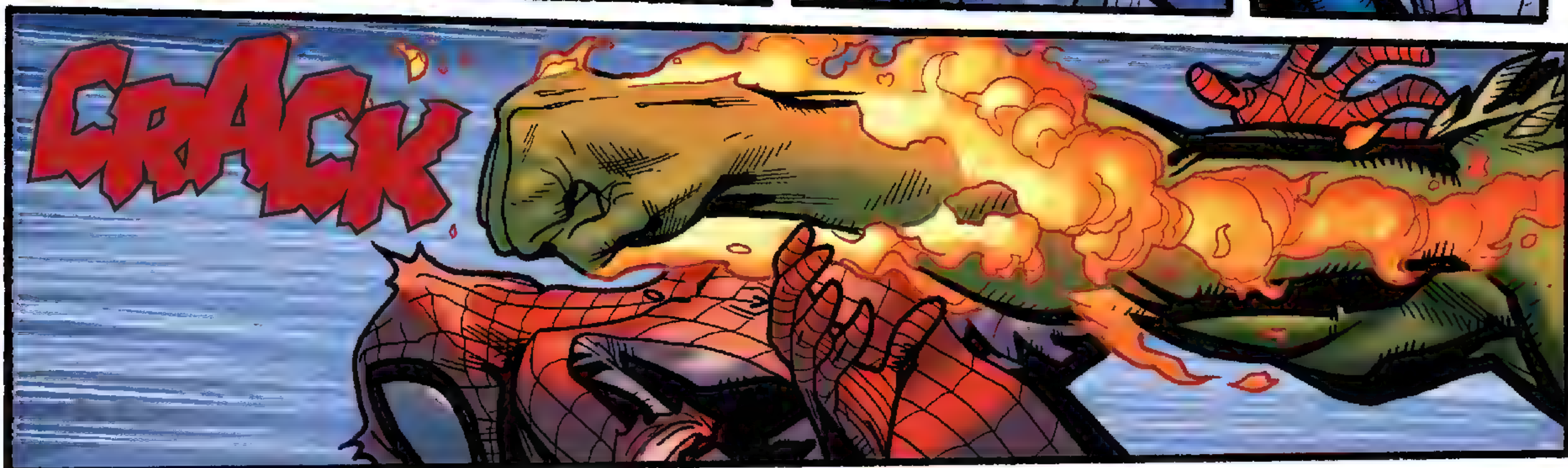
And you are giving me the power to do it.

With every second. With every horrible thought.



You listen to me--

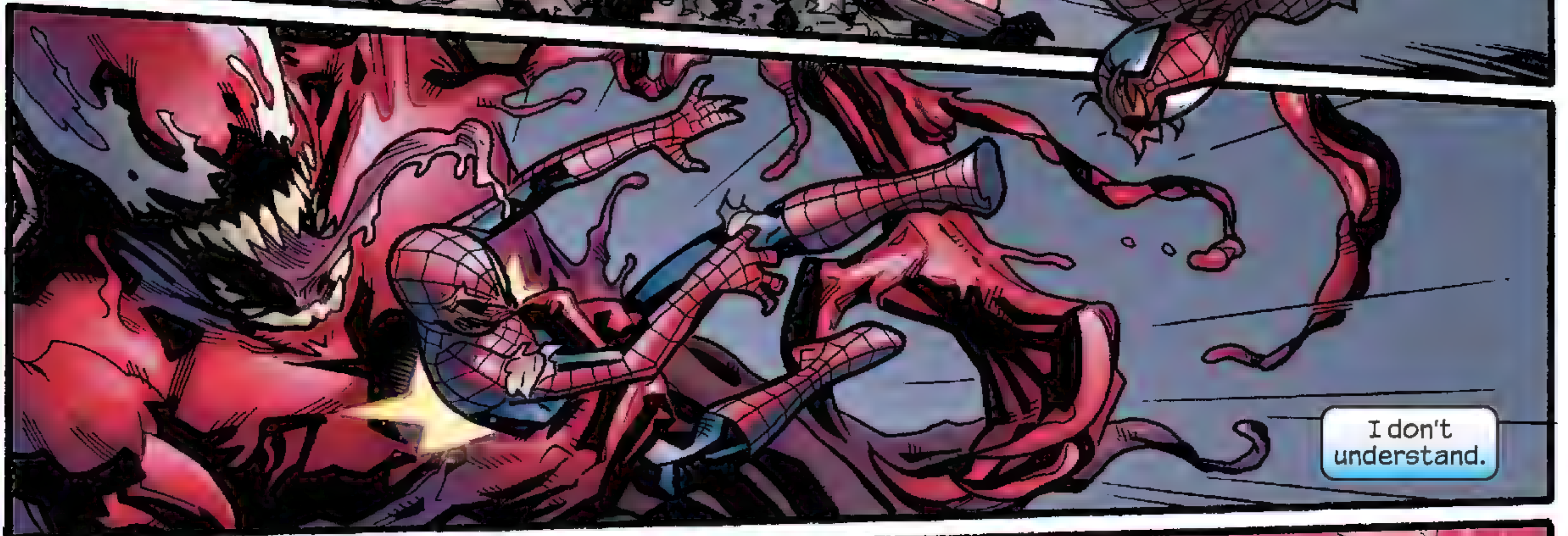
I- I won't let you--



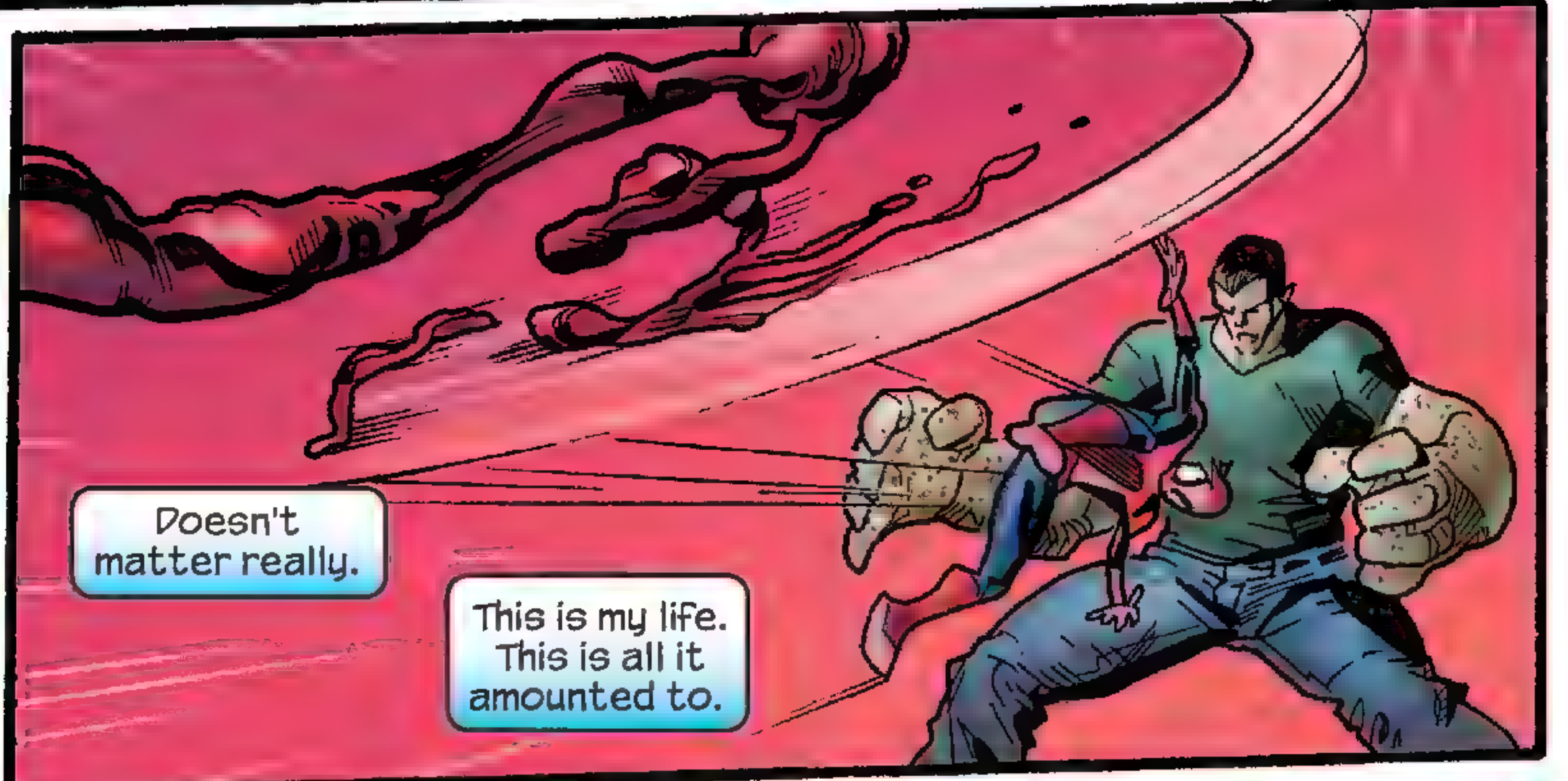


How is this real?

Why can I feel this?

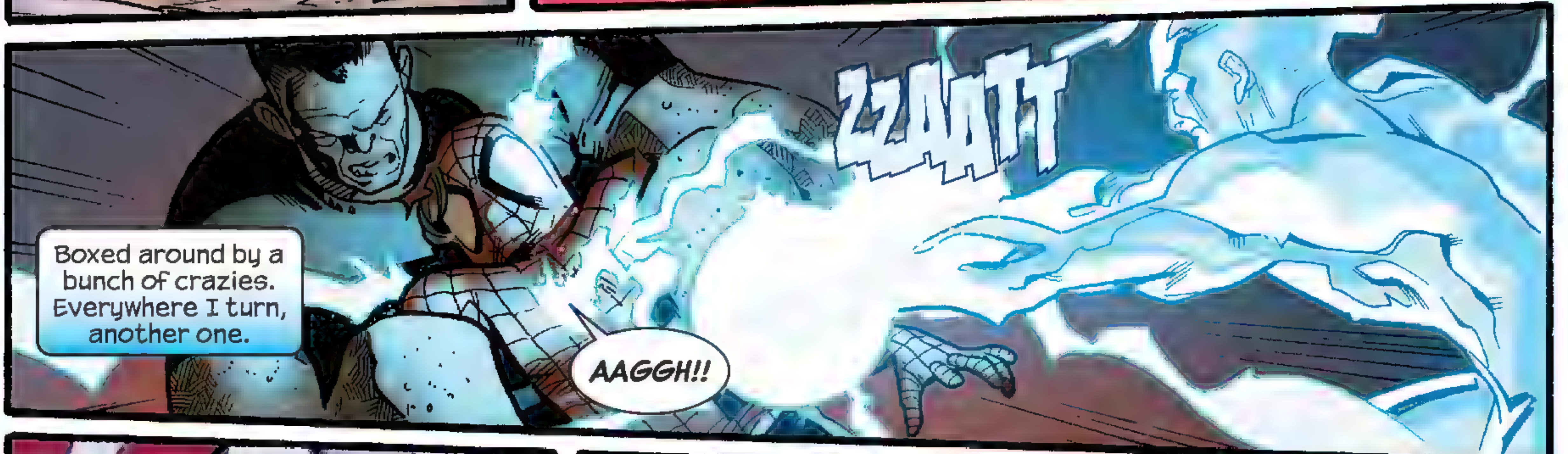


I don't understand.



Doesn't matter really.

This is my life. This is all it amounted to.



Boxed around by a bunch of crazies. Everywhere I turn, another one.

AAGGH!!



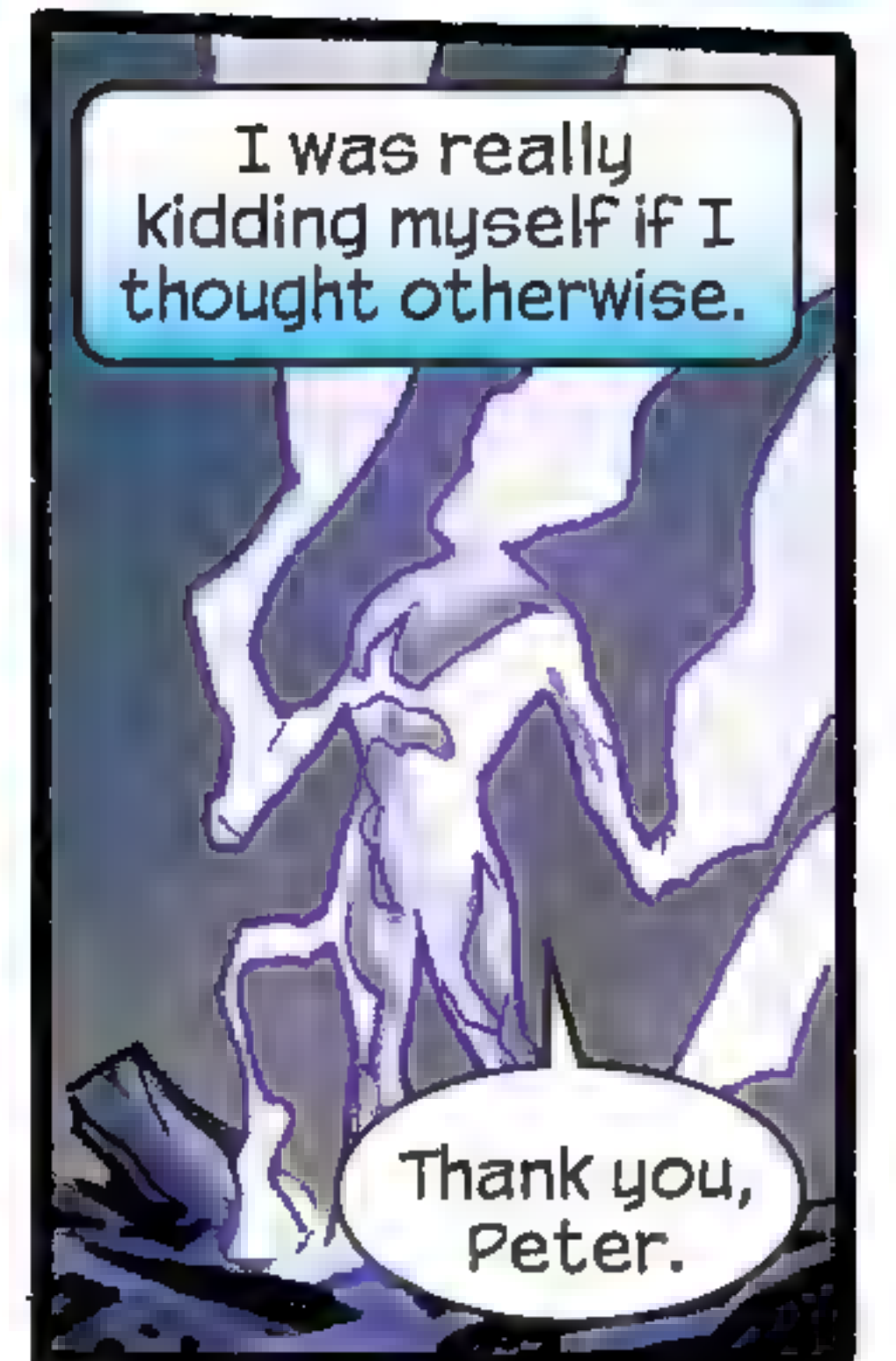
I tried so hard to make a difference.

All it took was one crazy to destroy the world.



Ghagh!

What good did any of it do? What difference did it make?



I was really kidding myself if I thought otherwise.

Thank you, Peter.



I can't.

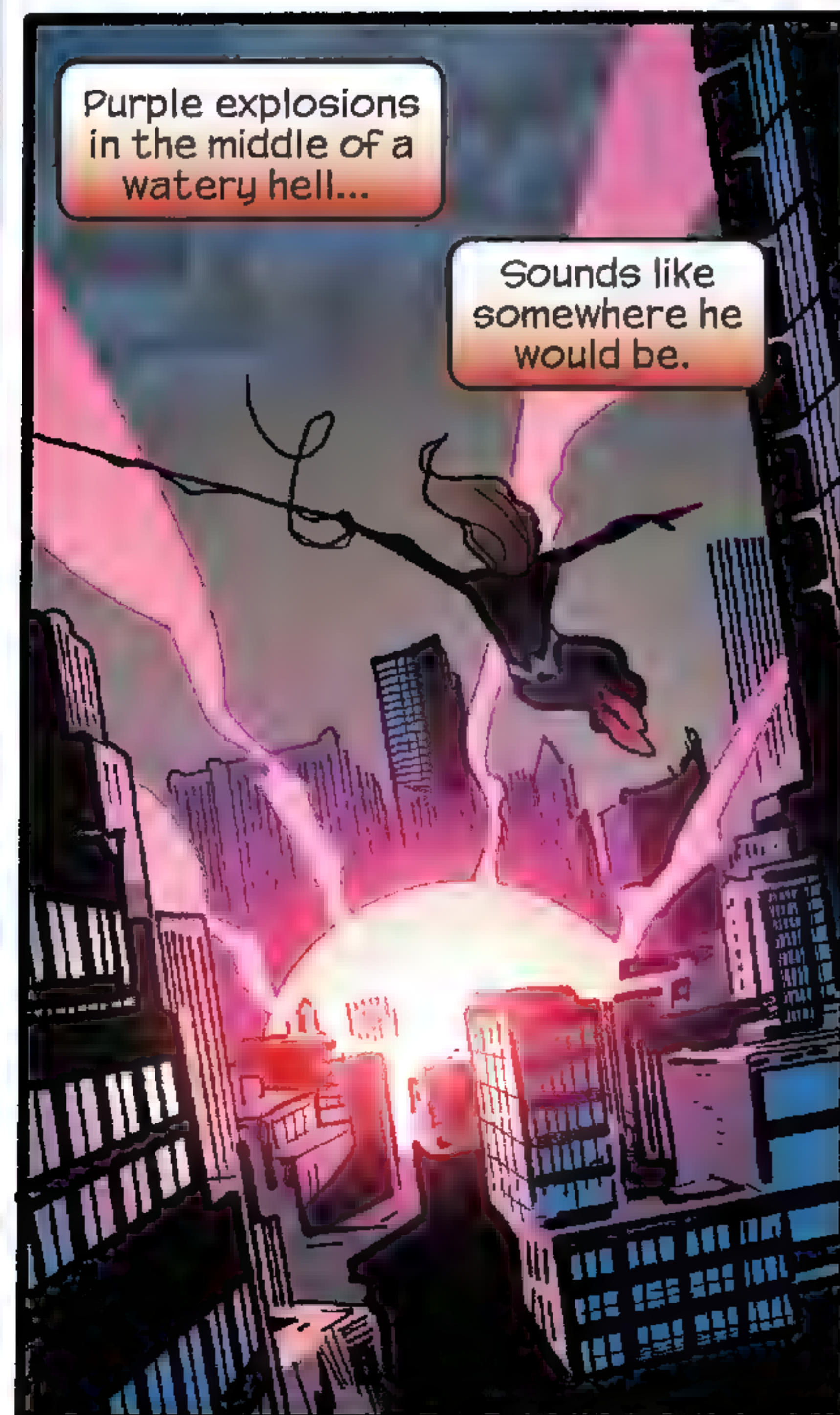
I can't,
I can't,
I can't...

I can't leave
this horror of a
city without
Peter Parker.

I made a
promise.

Aunt May
asked me for
one thing.

Where the hell am
I going to find one
little Parker in this--



Purple explosions
in the middle of a
watery hell...

Sounds like
somewhere he
would be.



It's okay,
Peter.

It's okay to
be afraid.



It's the right
emotion.

It's how
you *should*
feel.

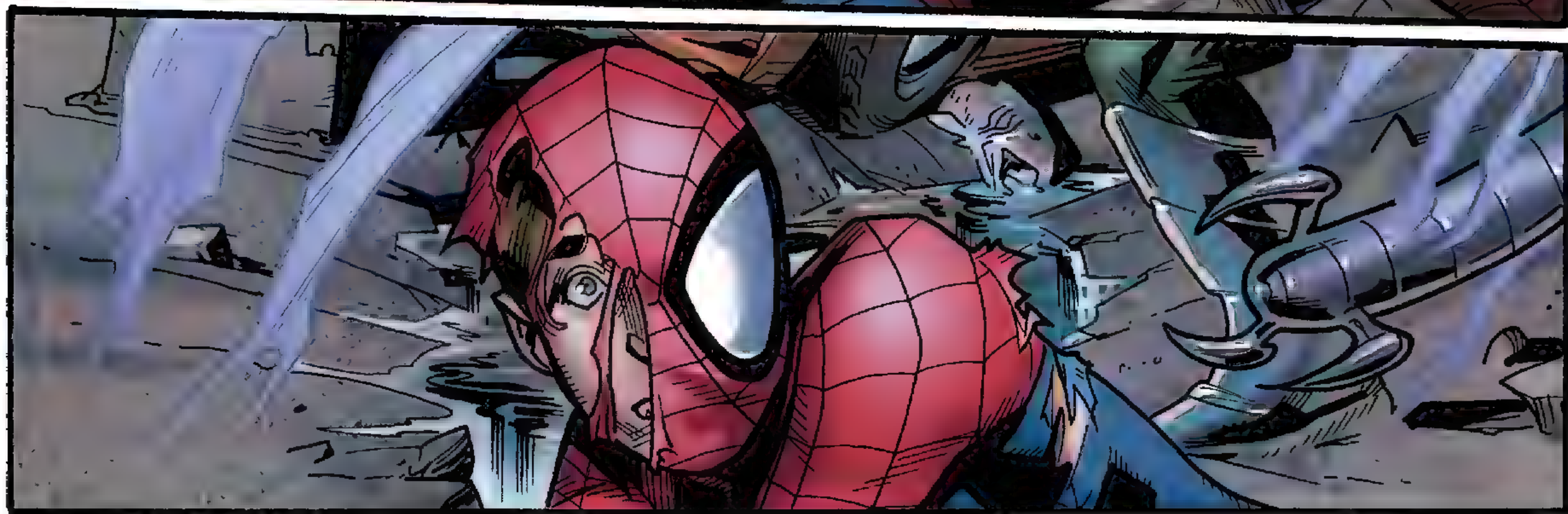


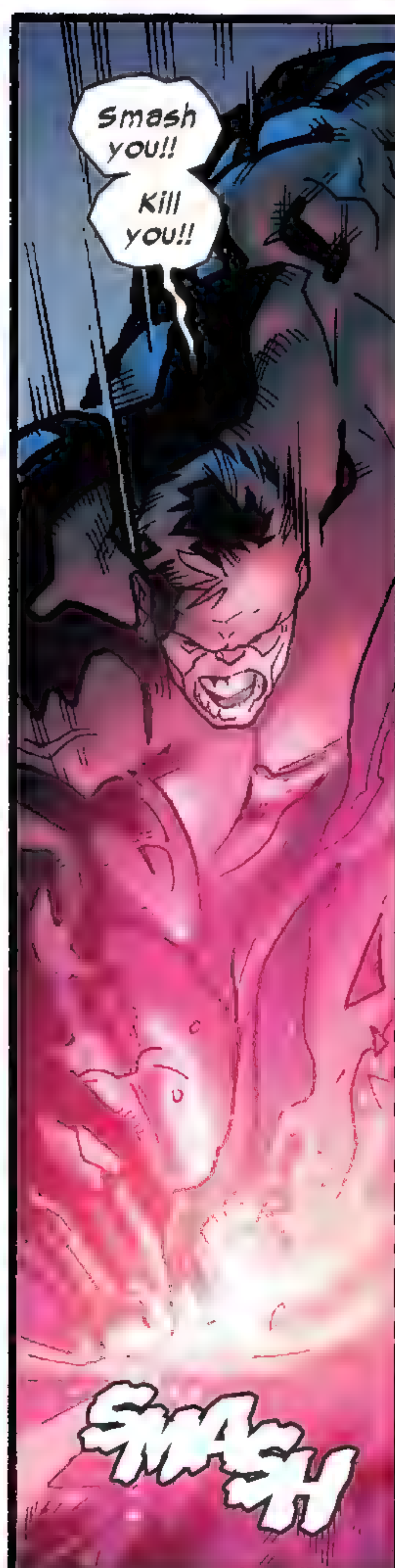
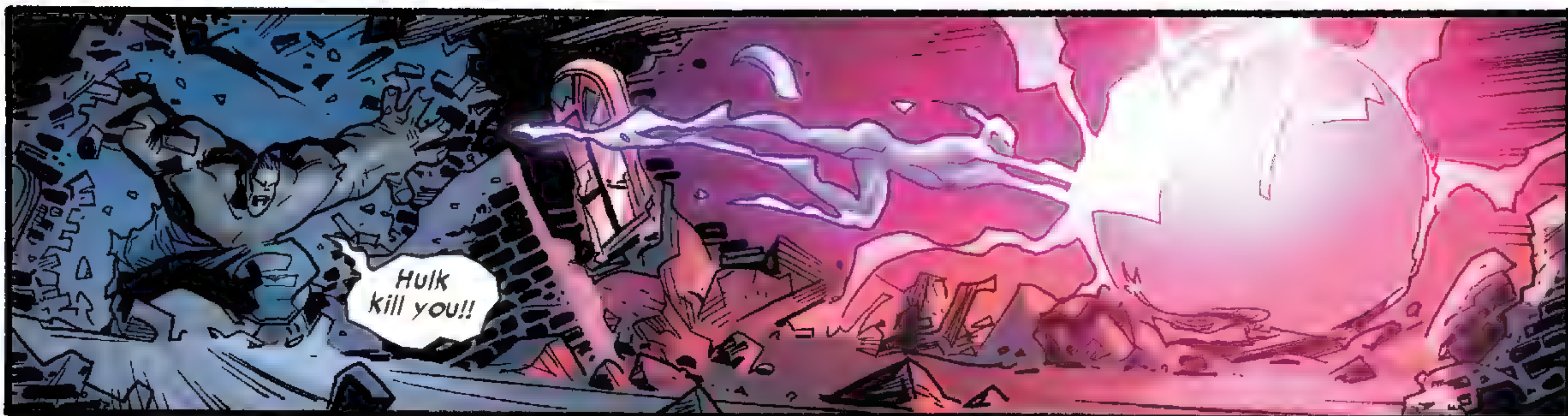
These
are scary
times.

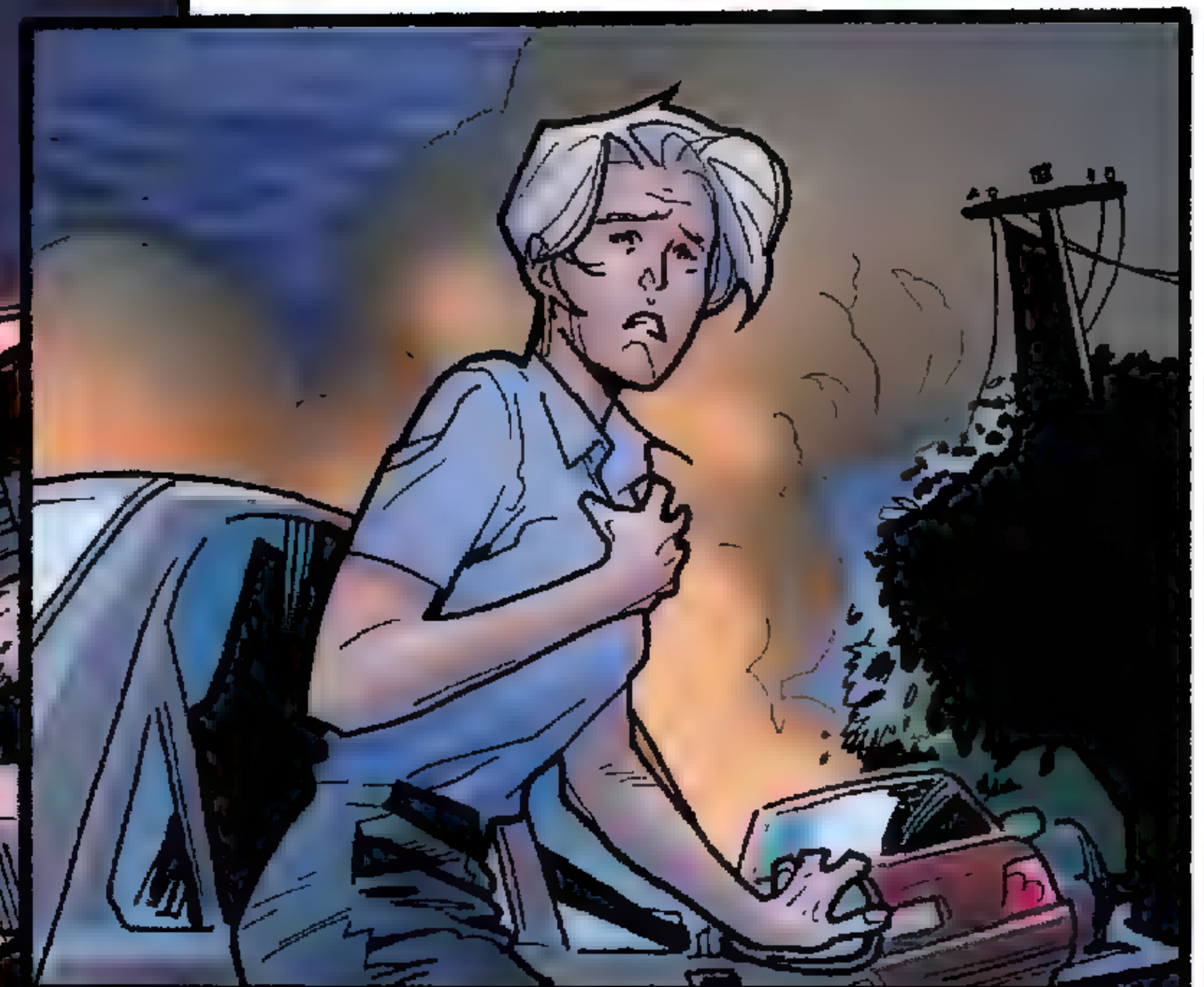
Your
world is
done.



It's
over.

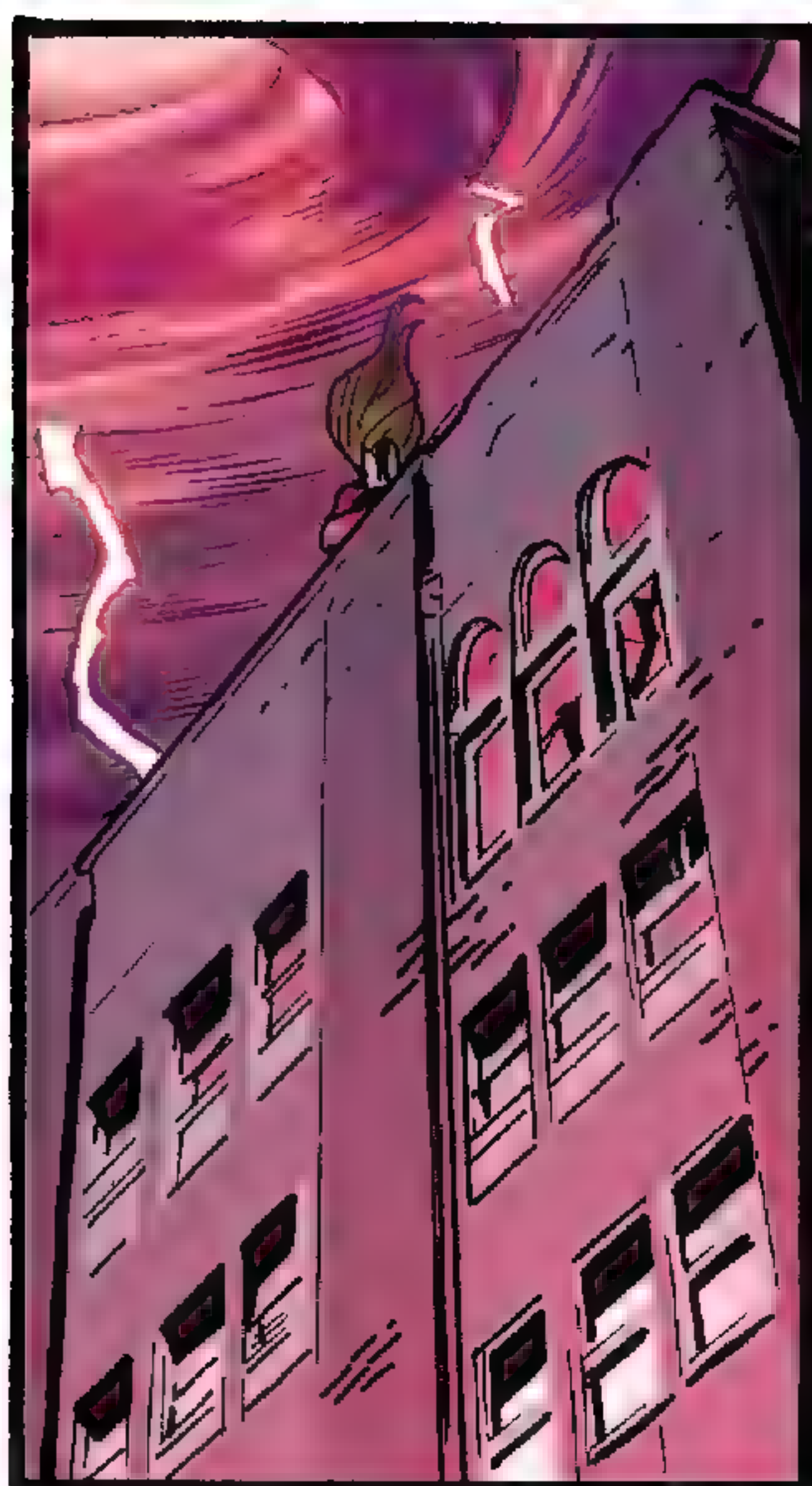
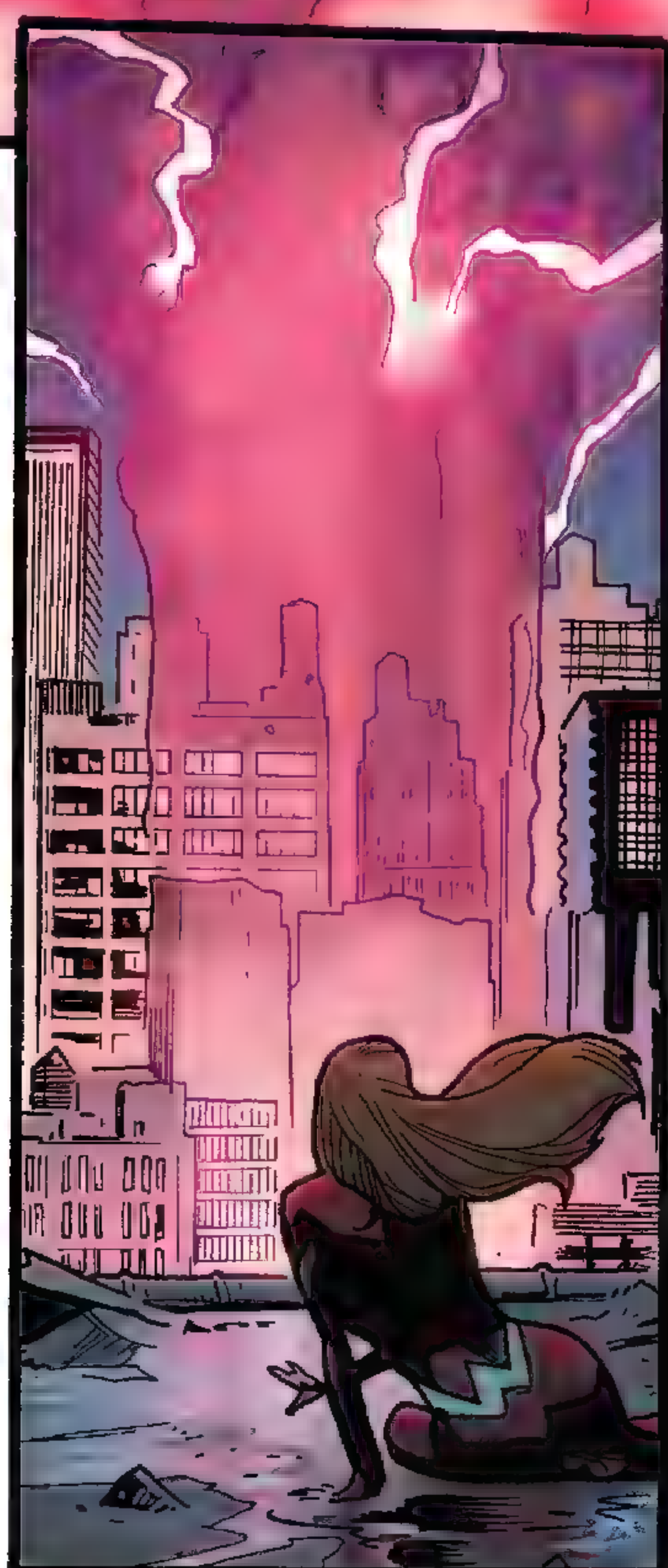


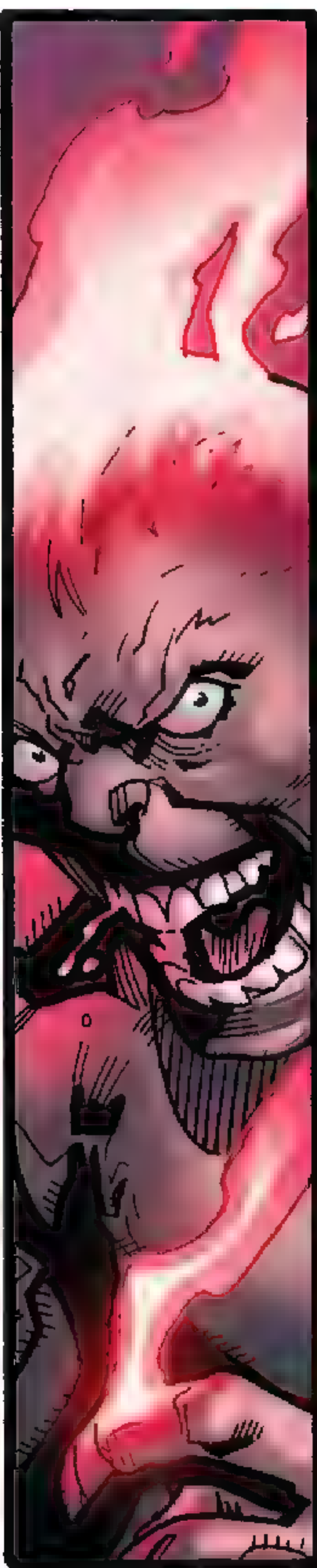
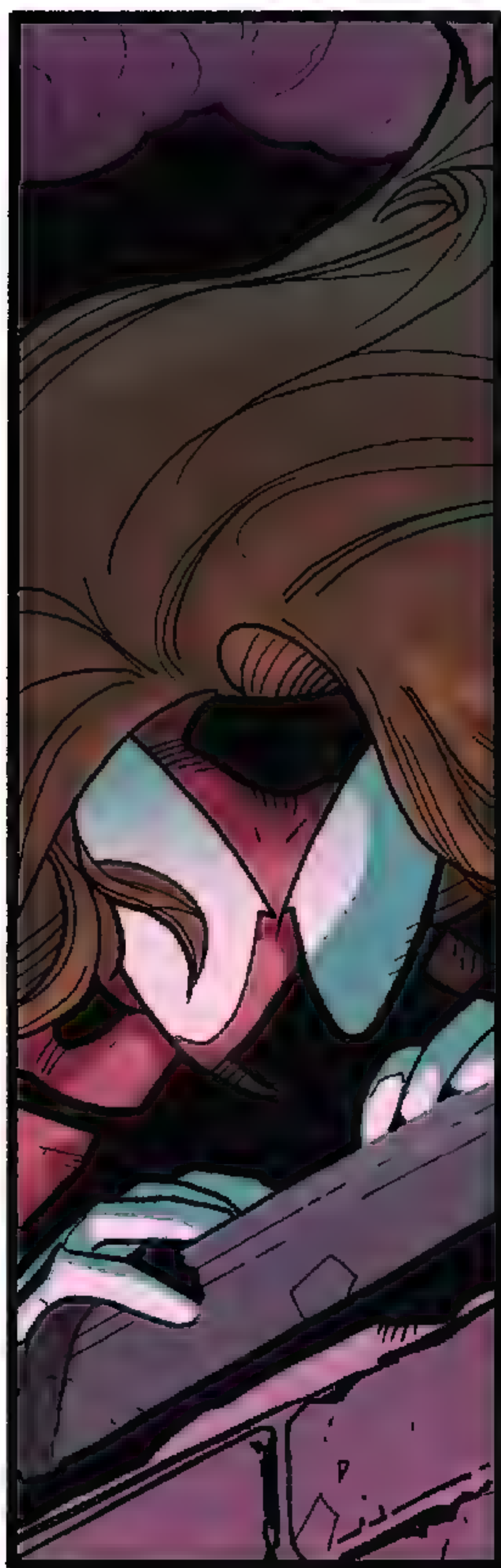


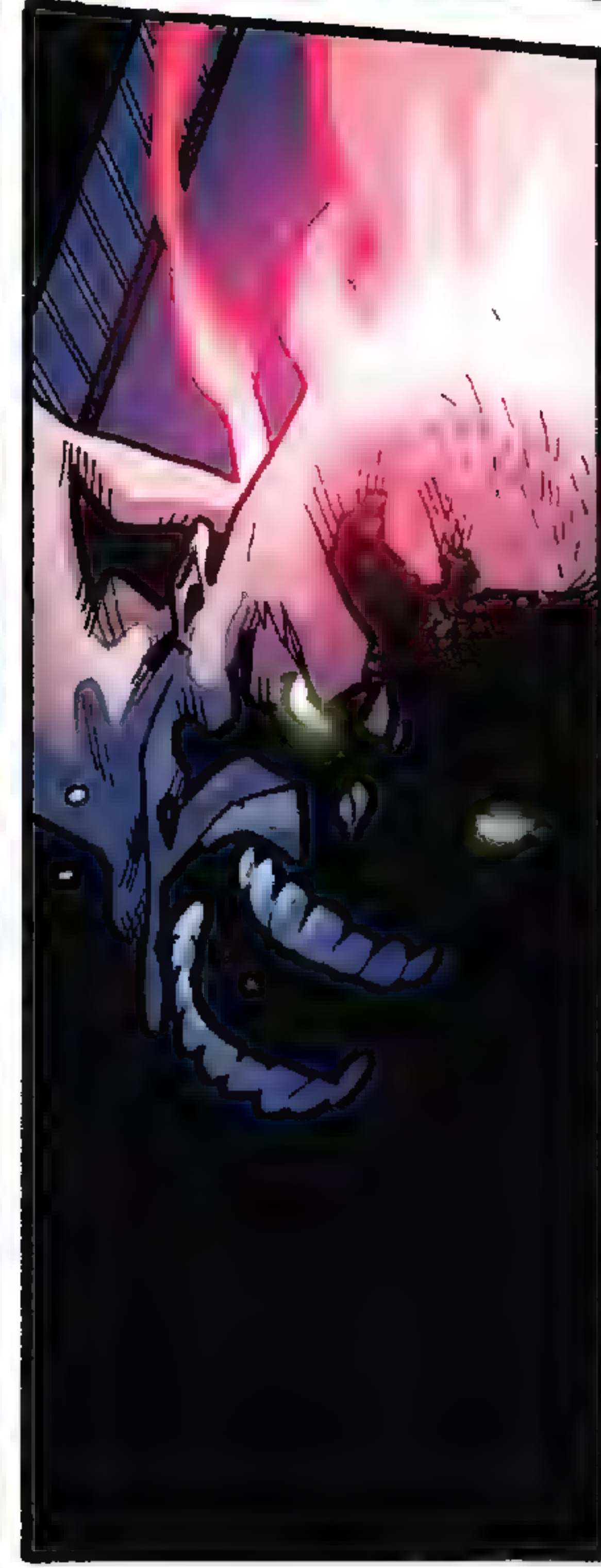
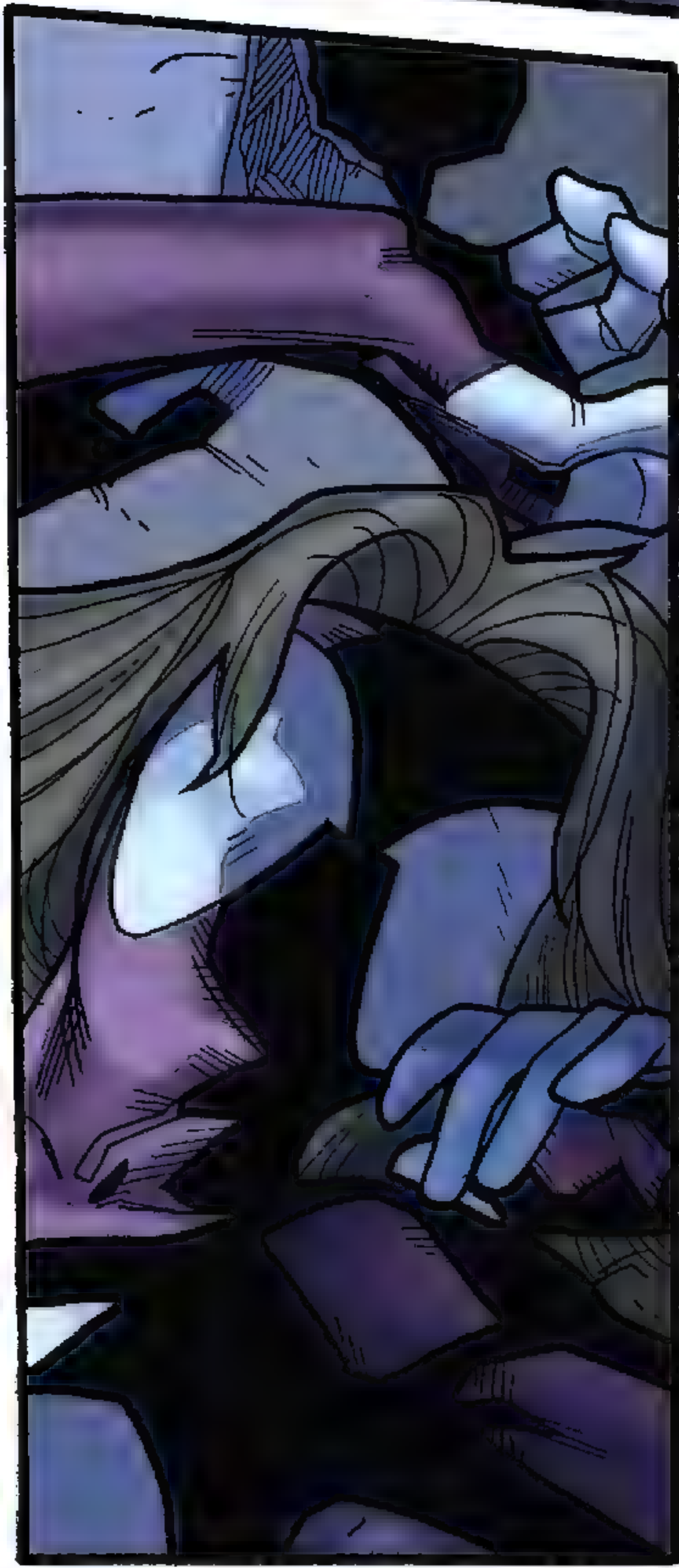
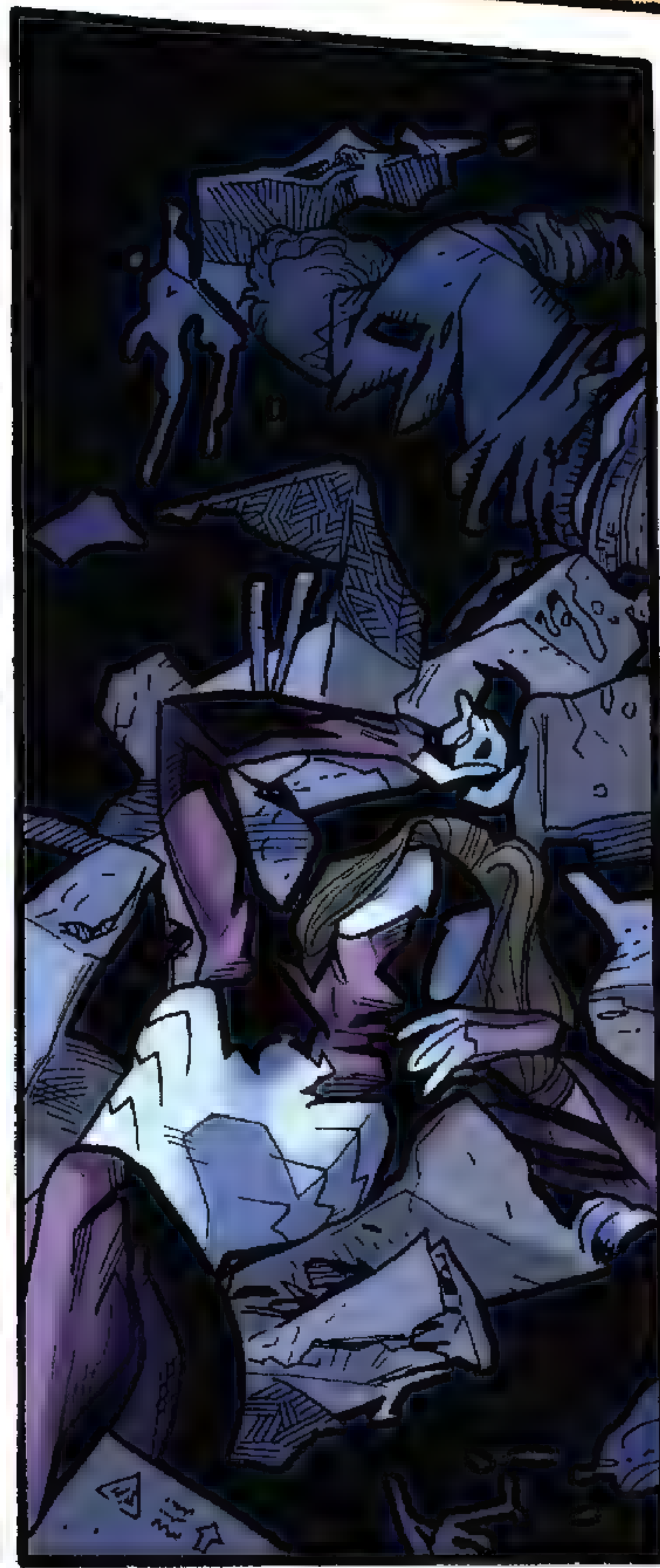
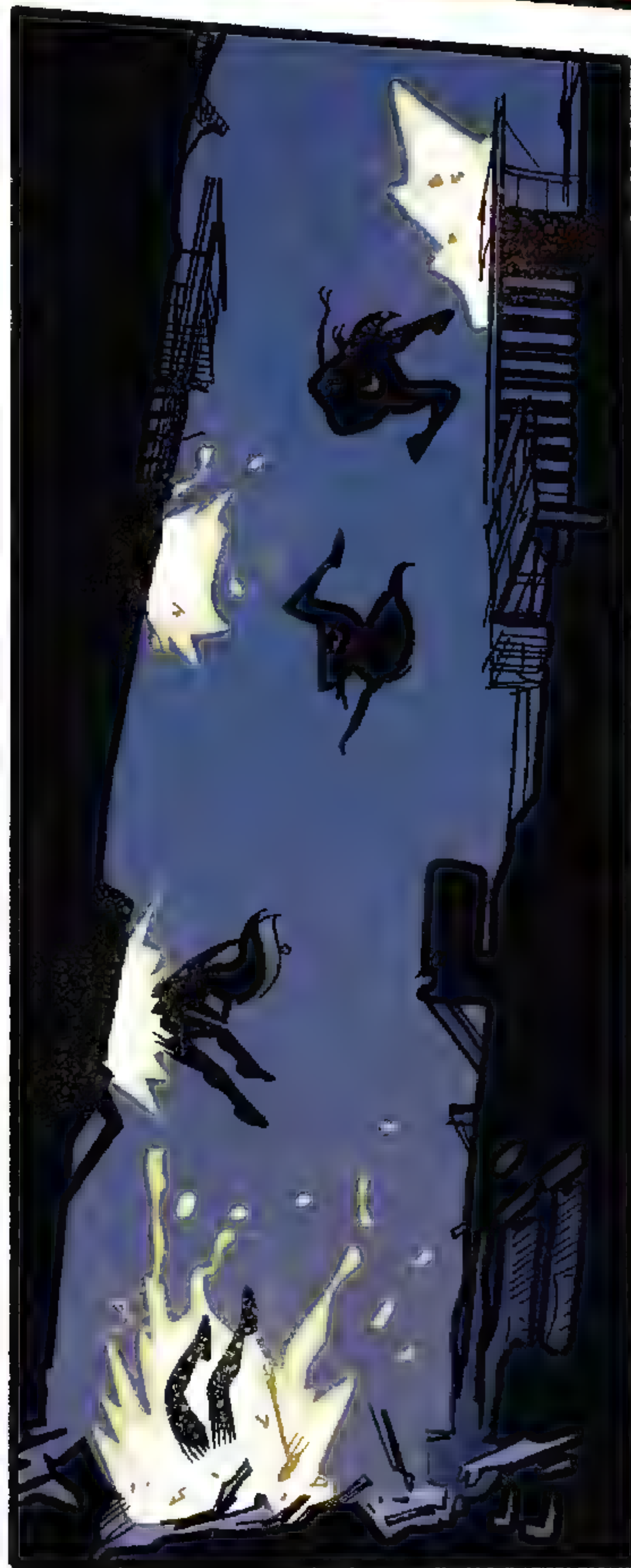
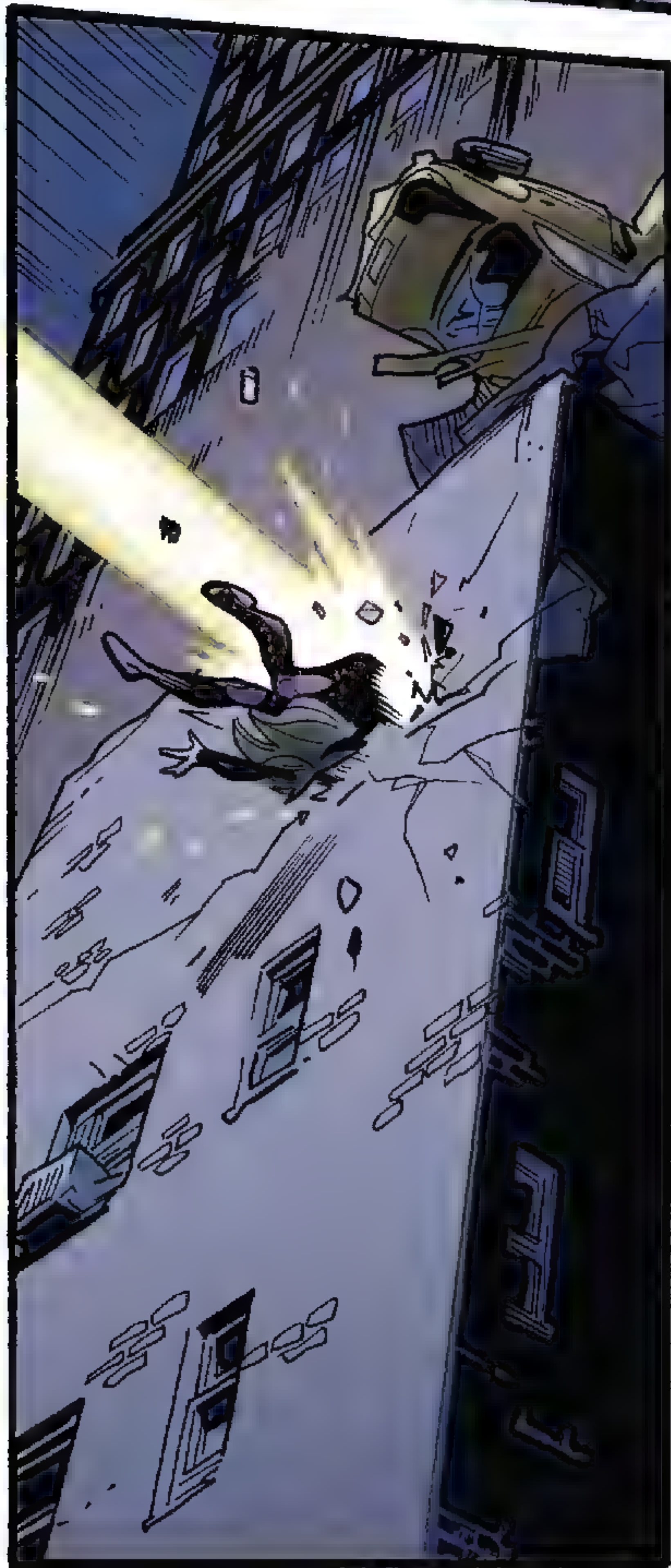


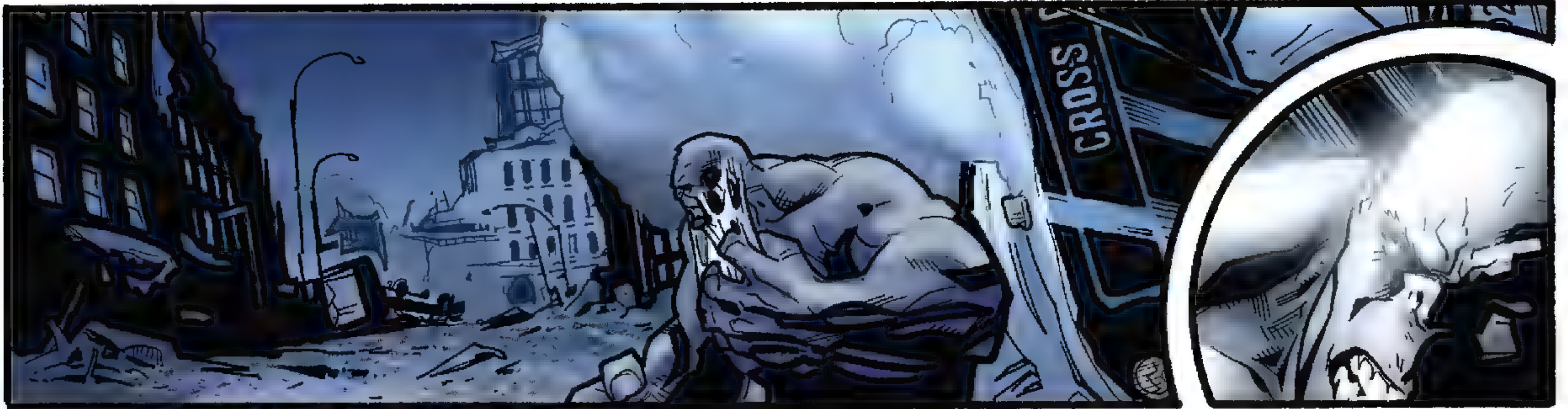
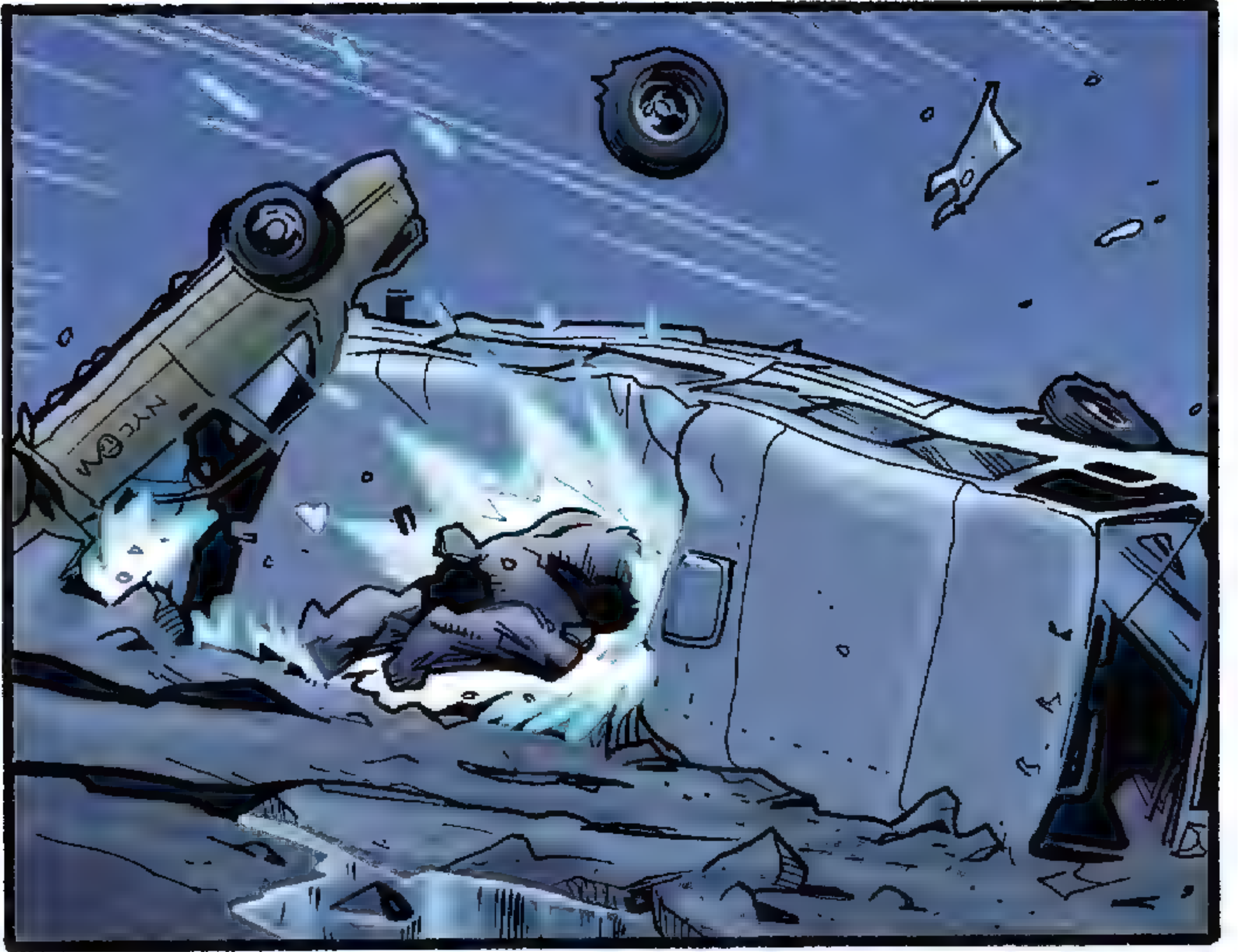
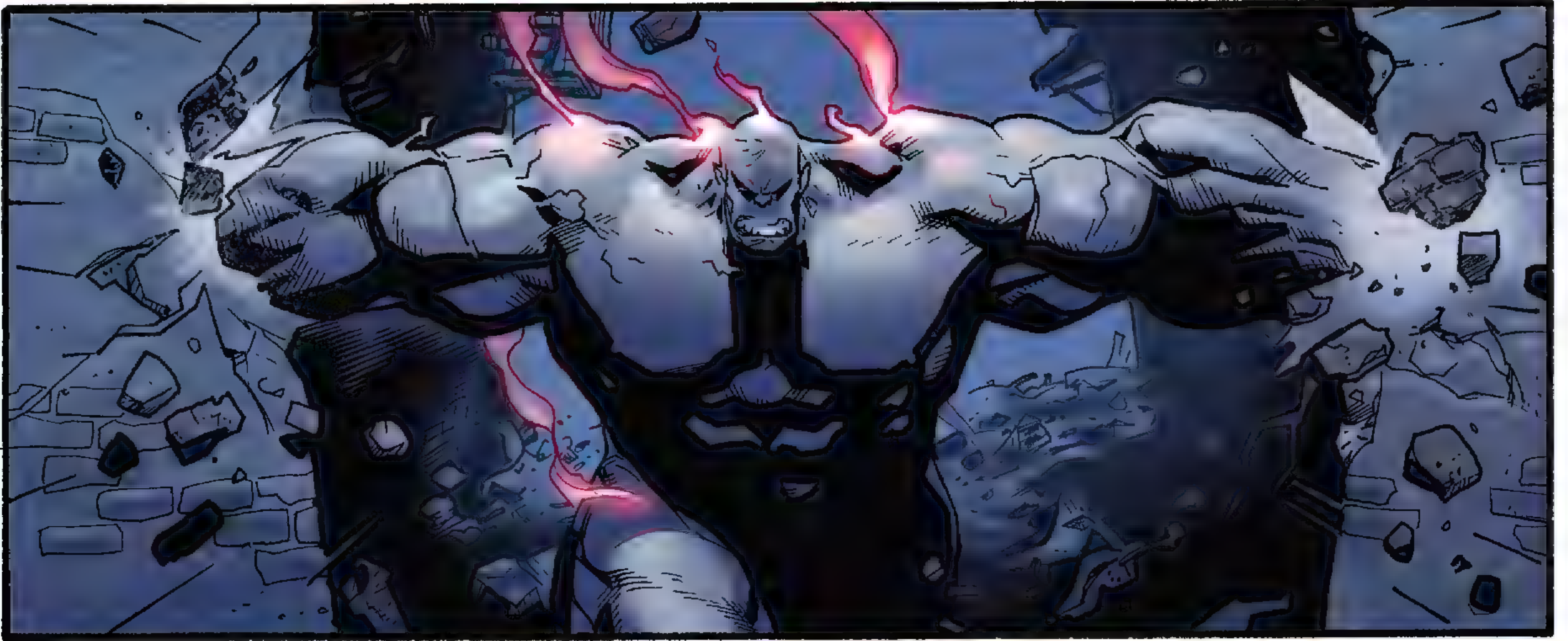
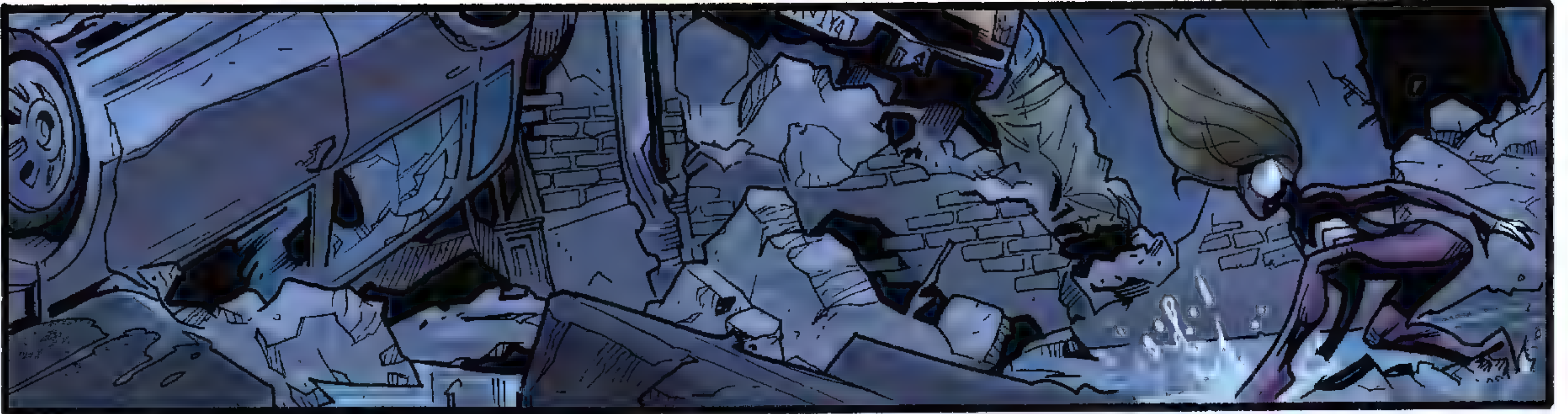
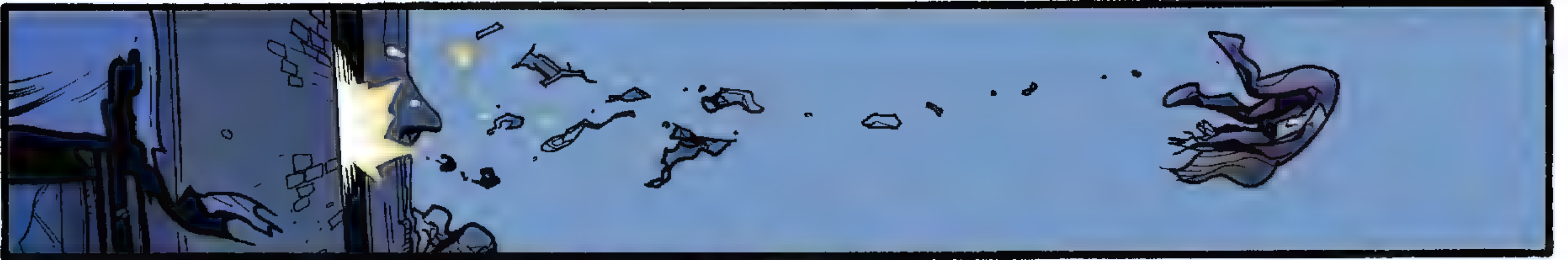


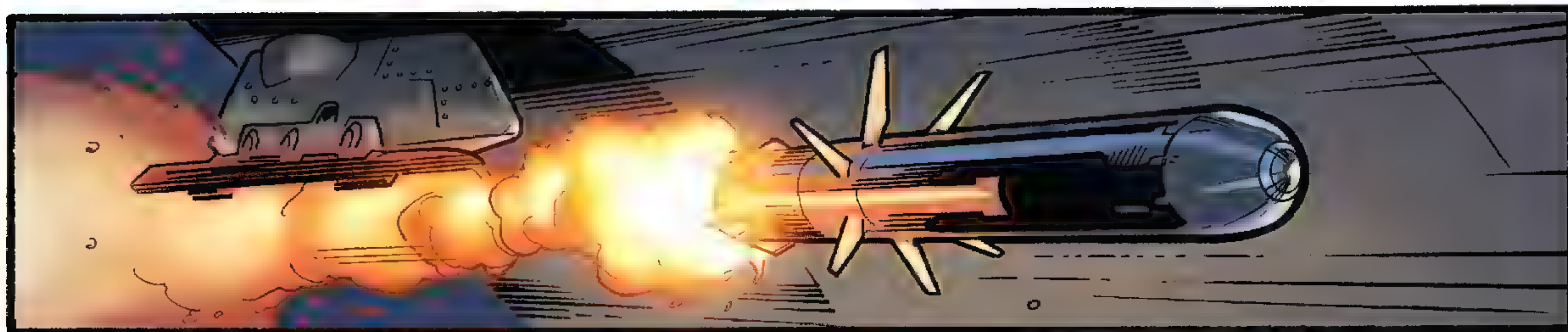
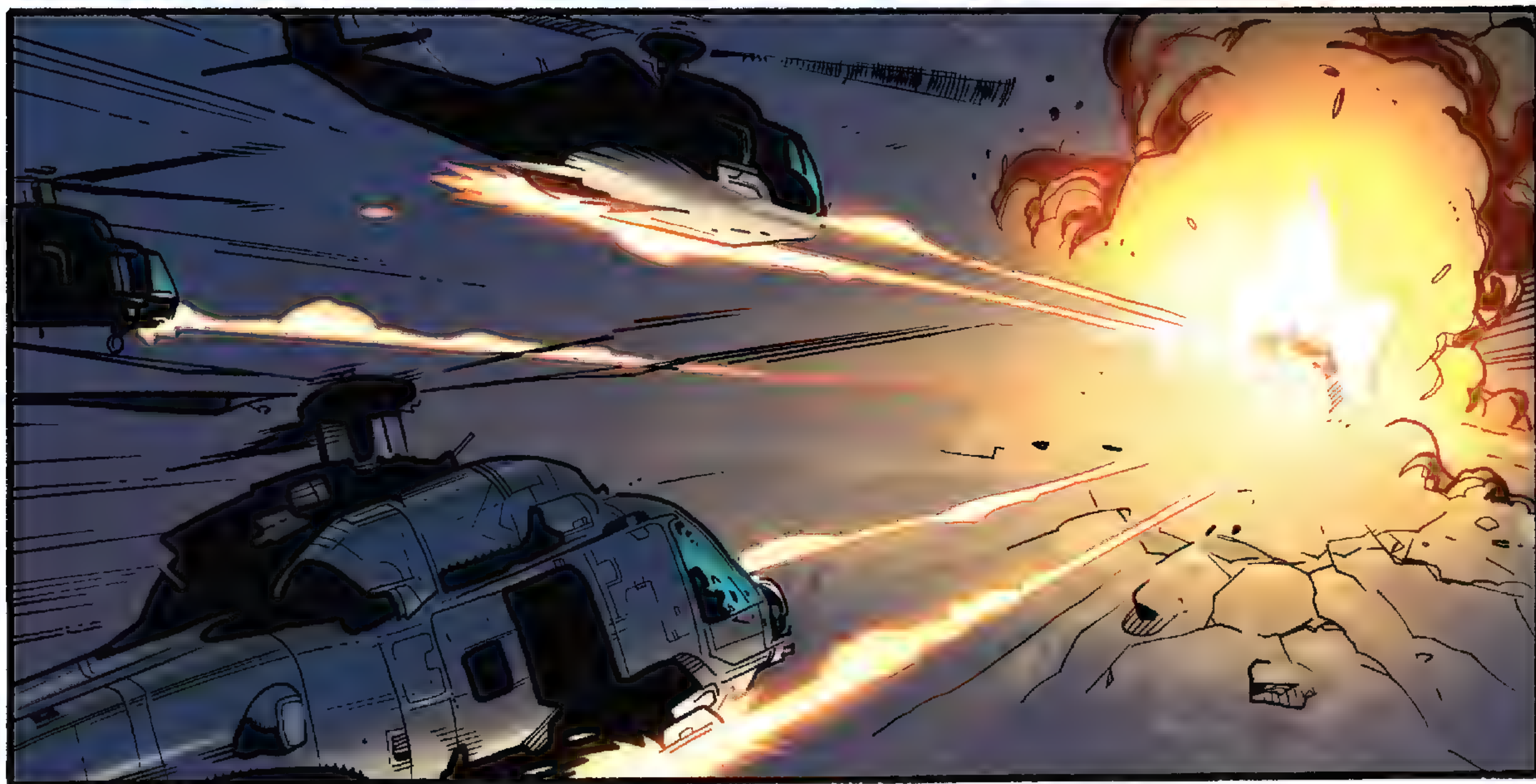
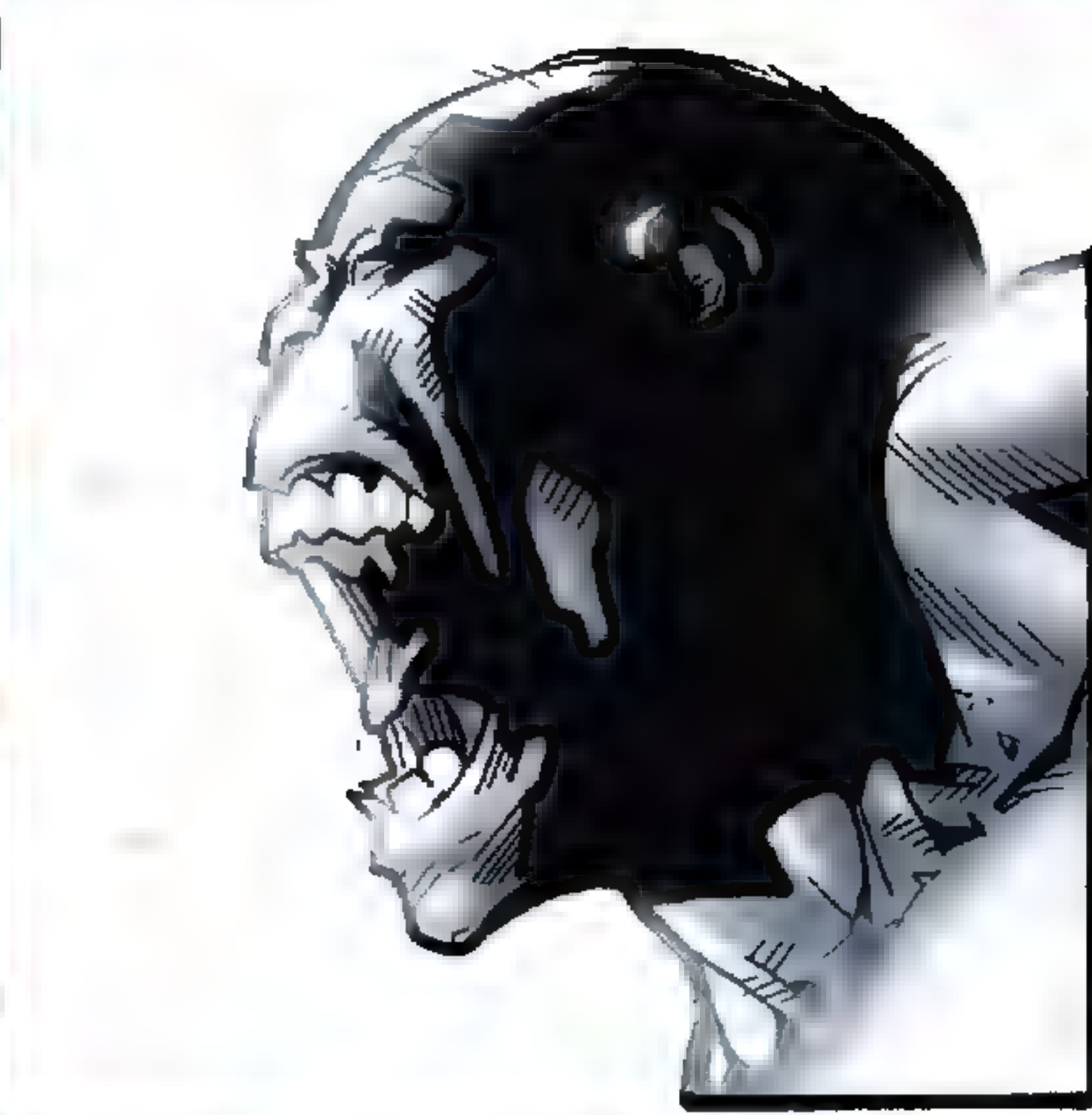
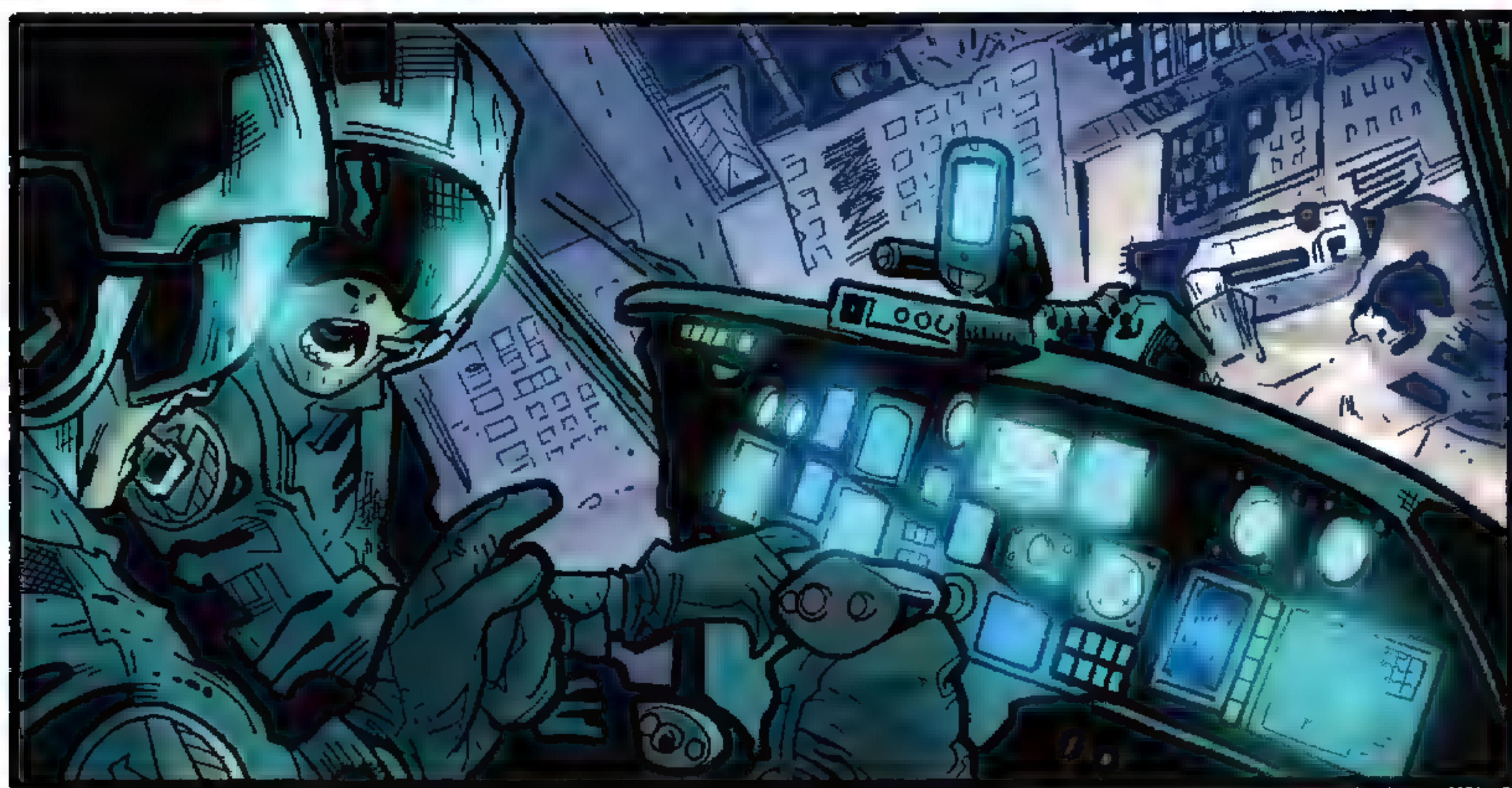


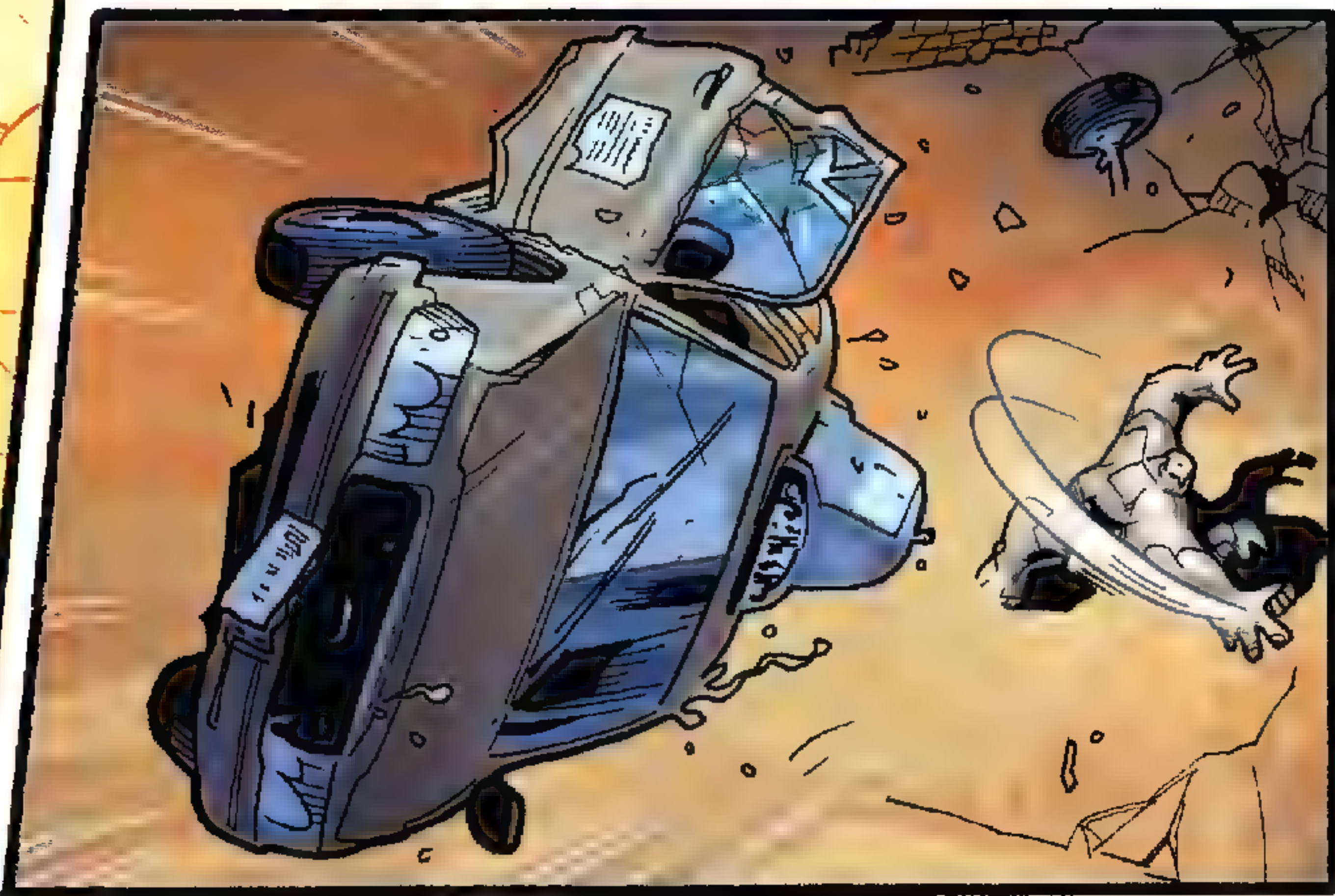
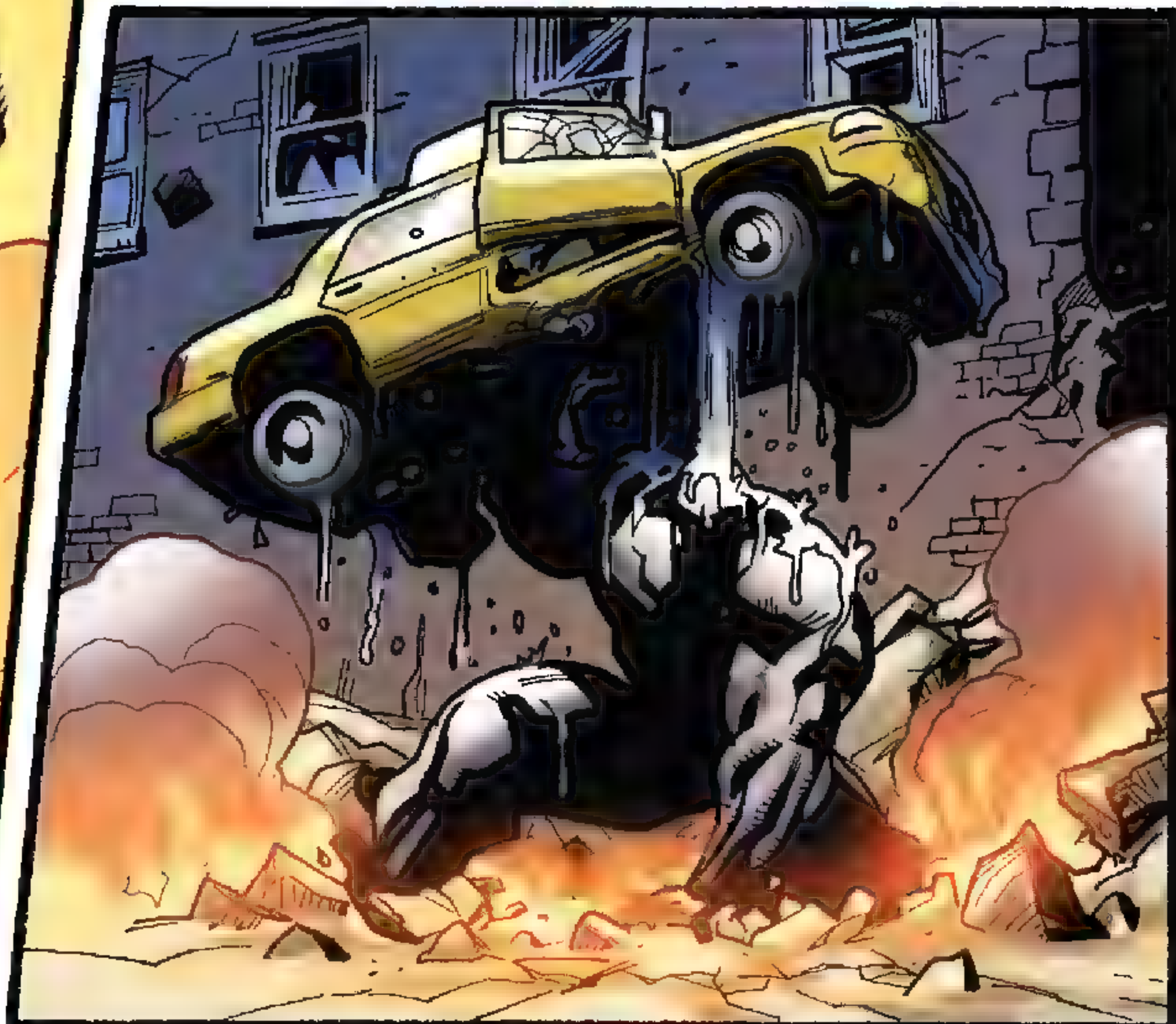
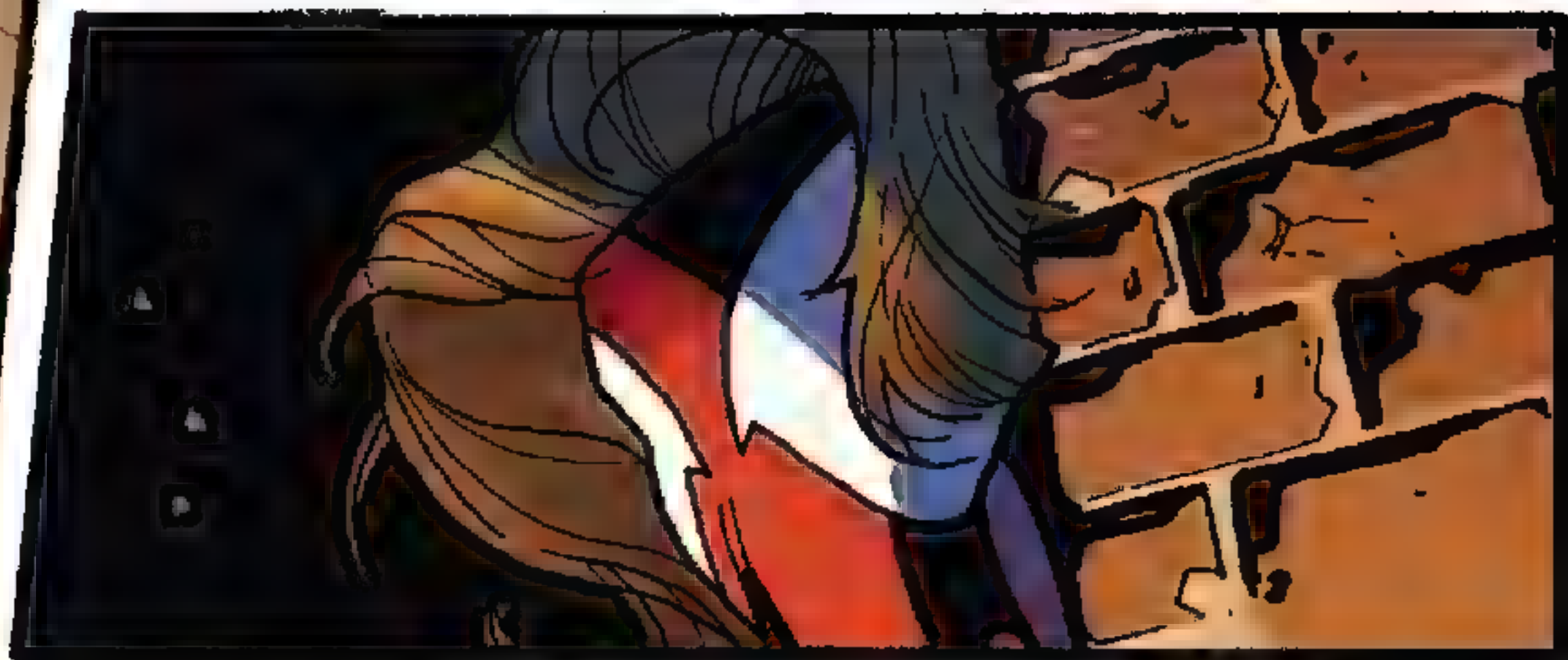


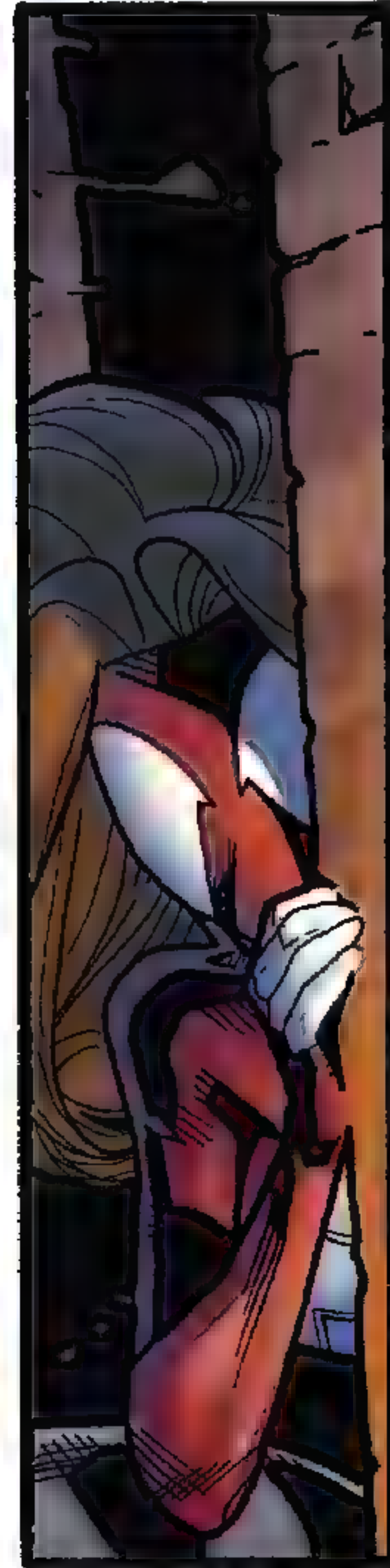
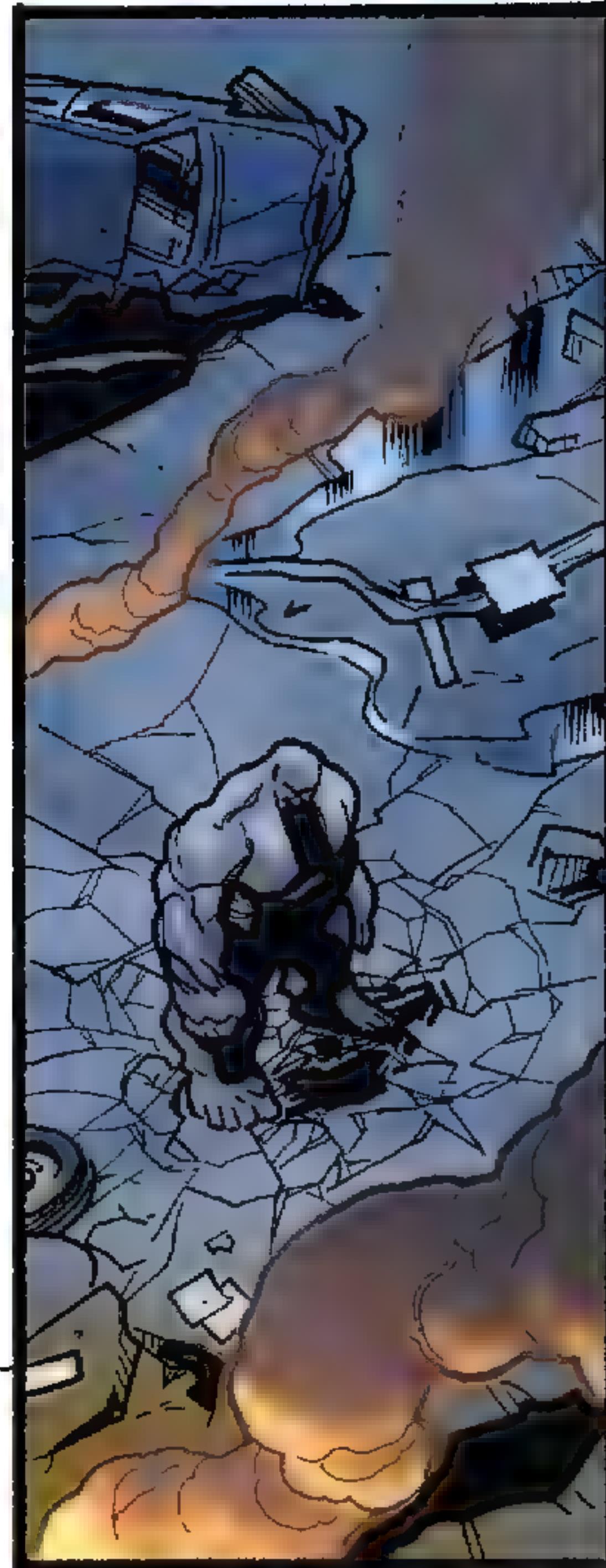
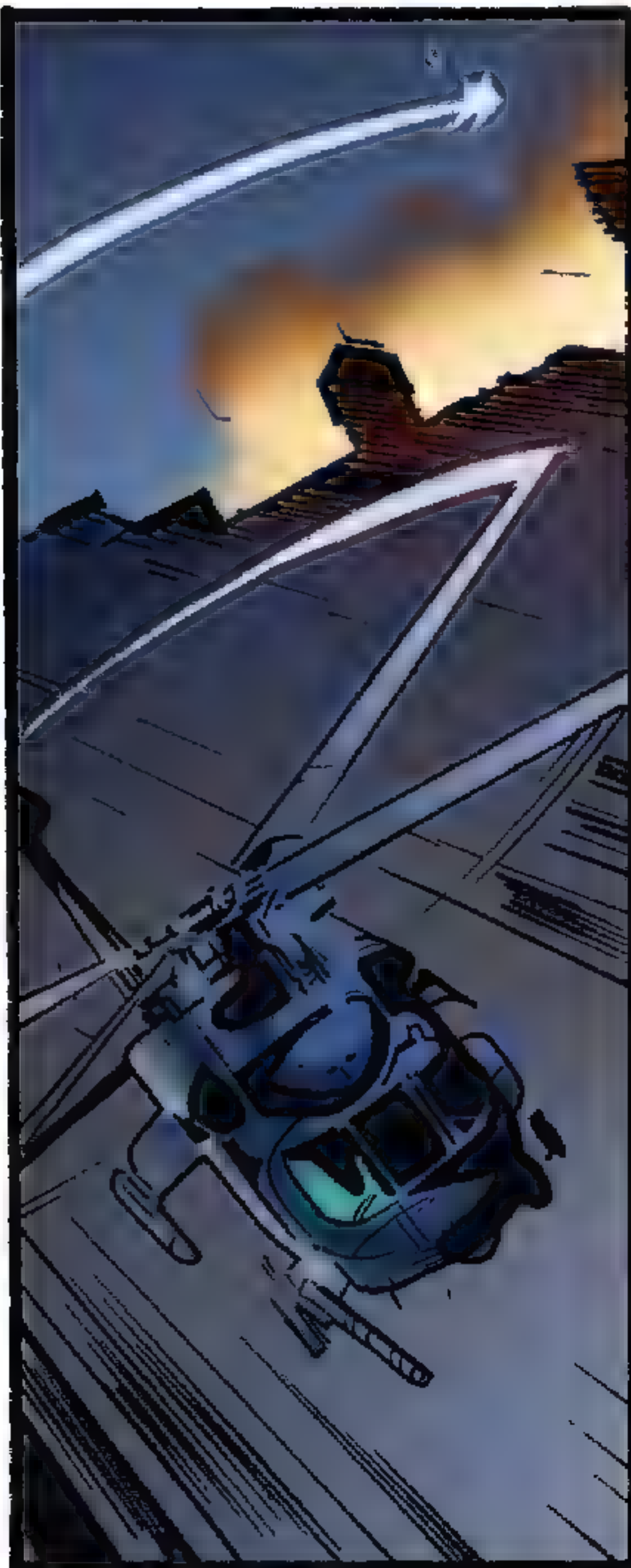
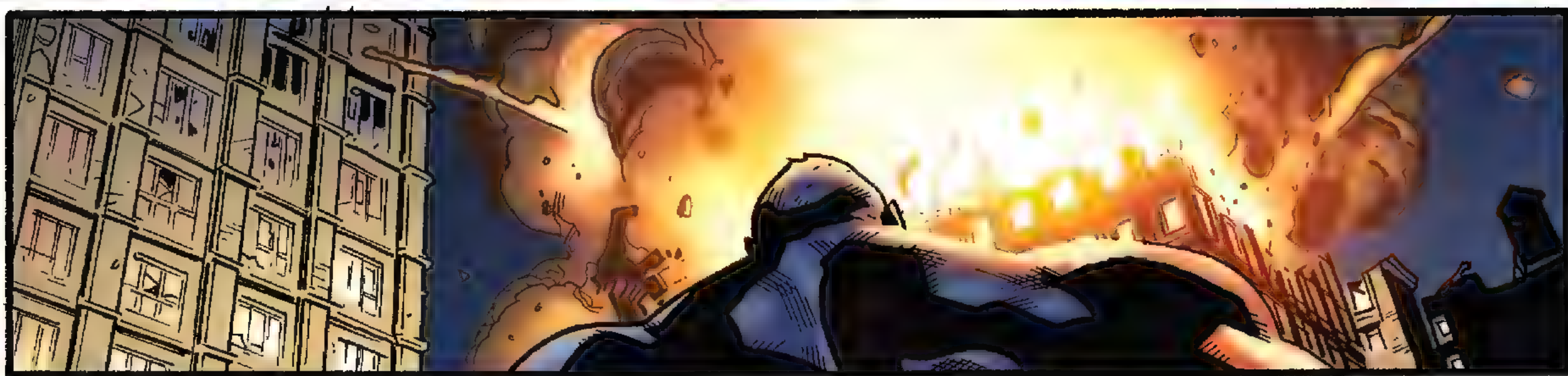


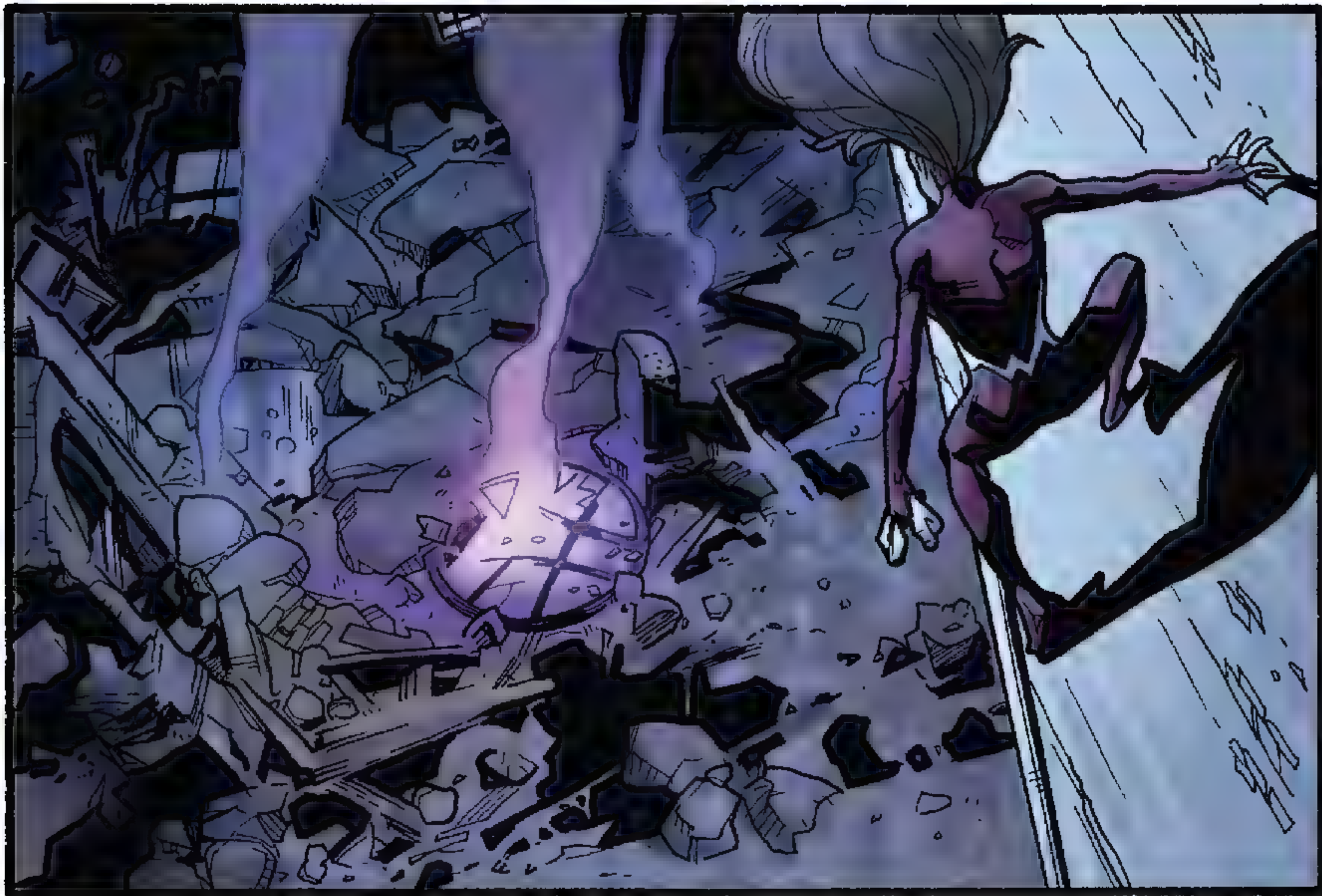
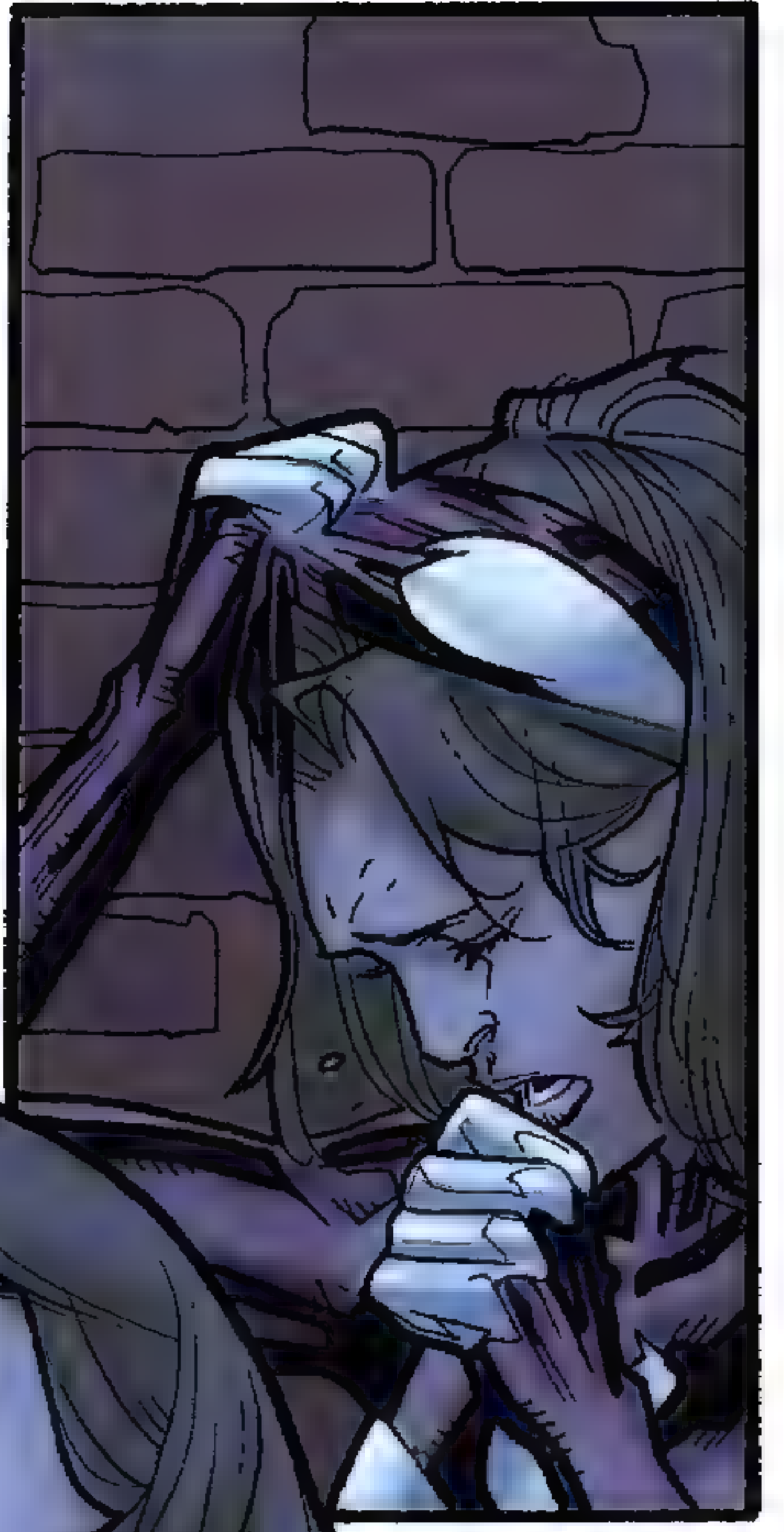


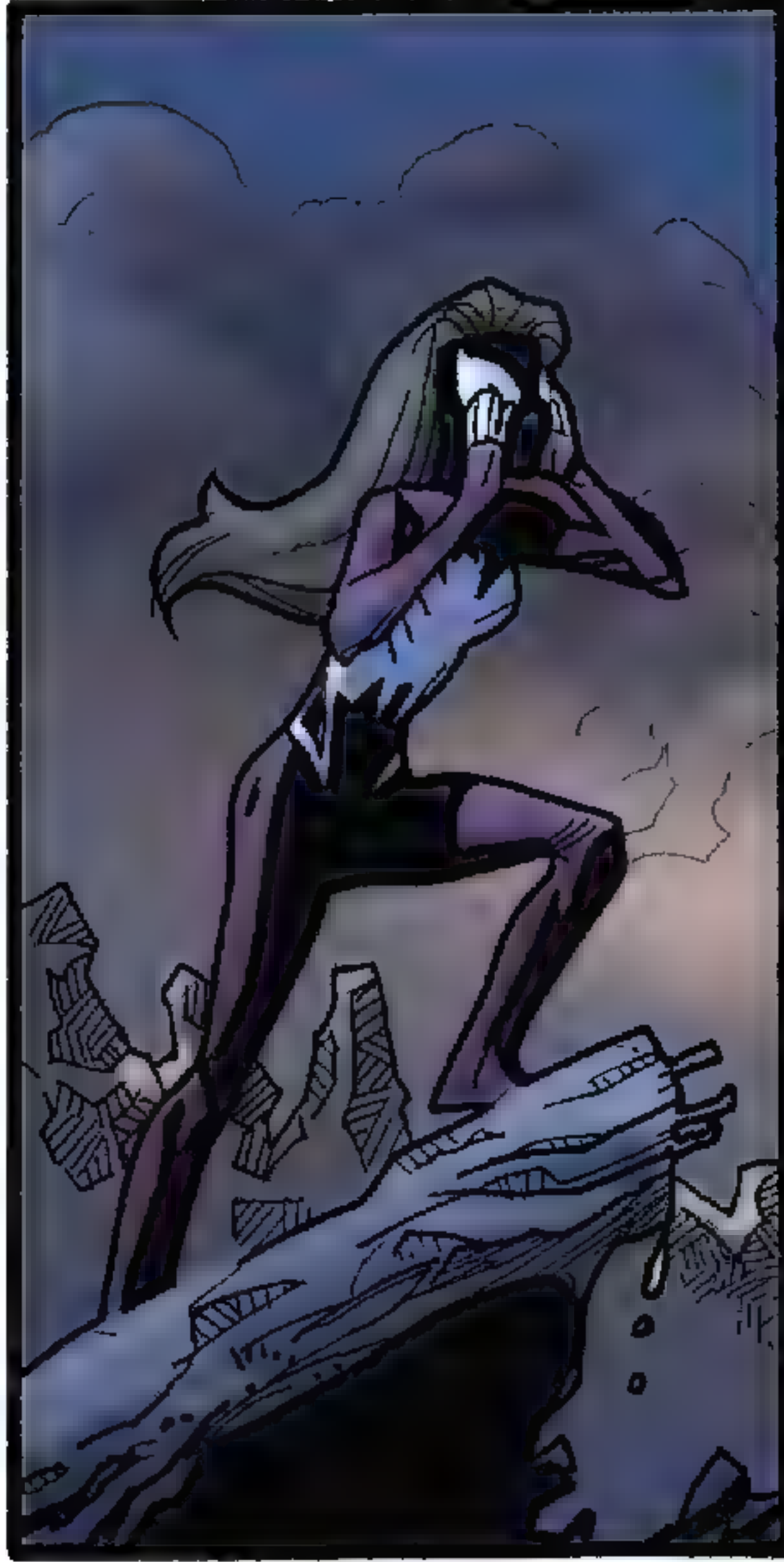
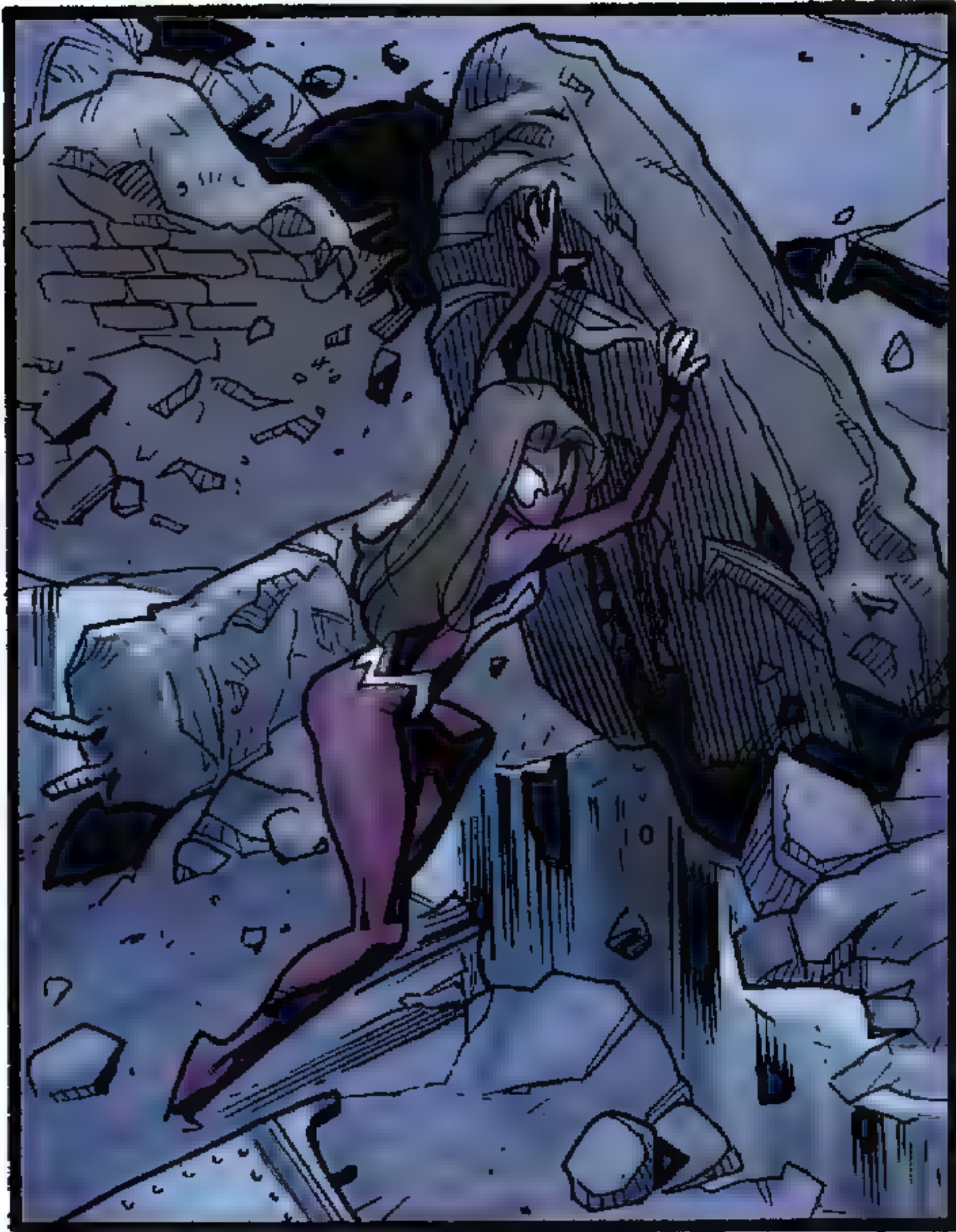
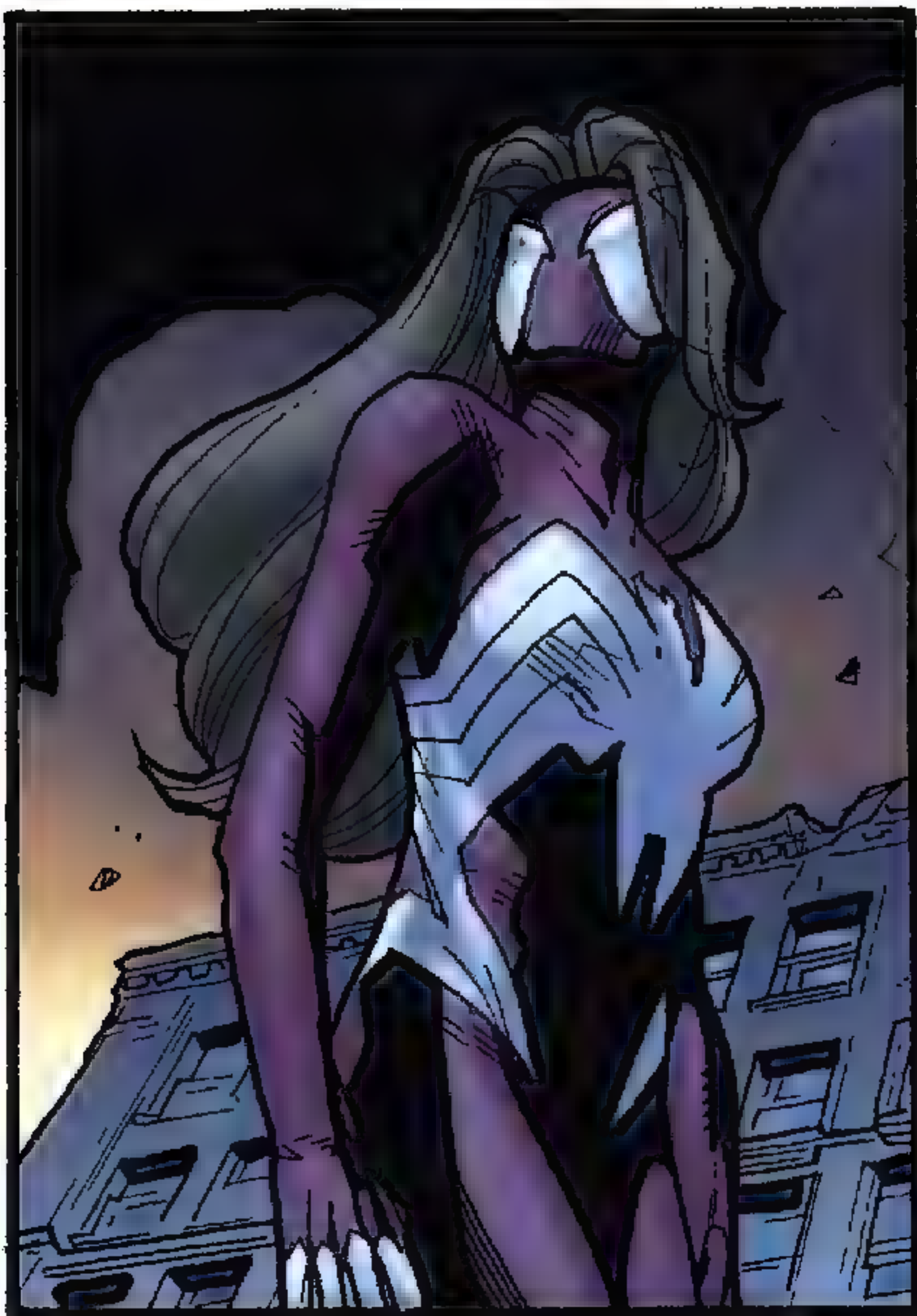


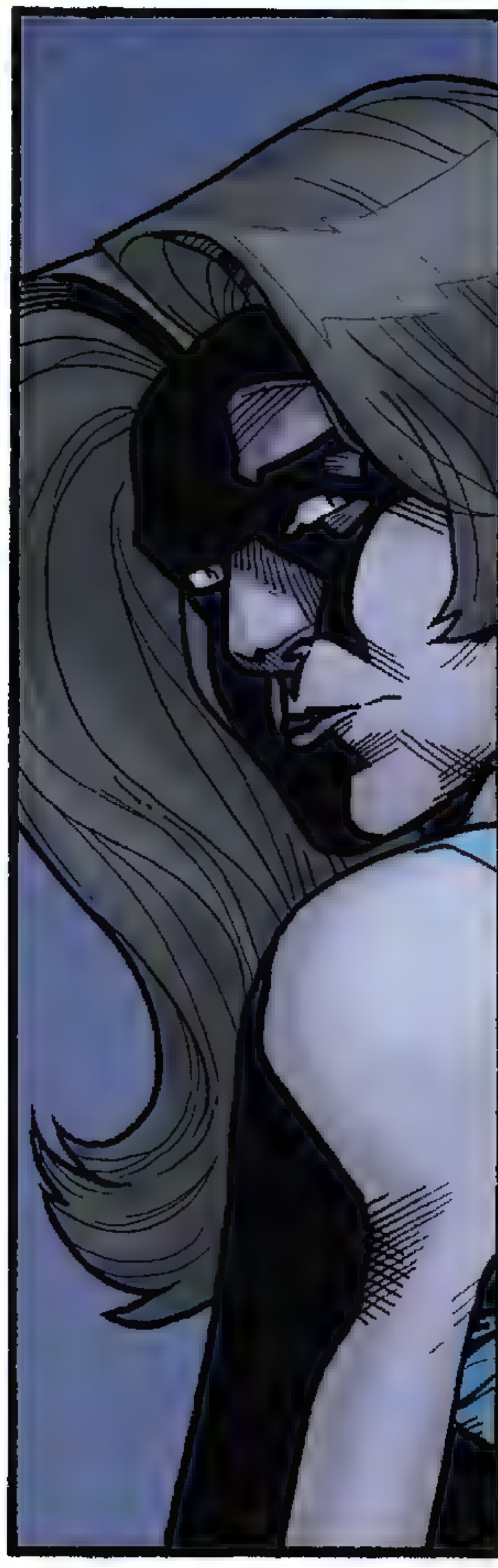
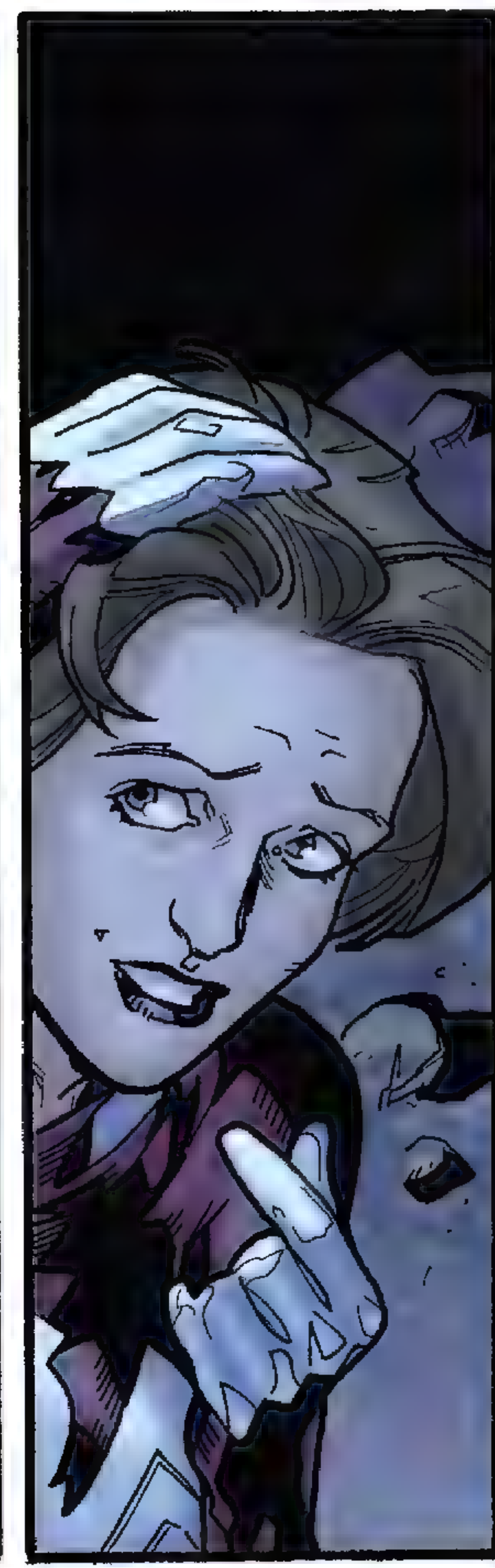
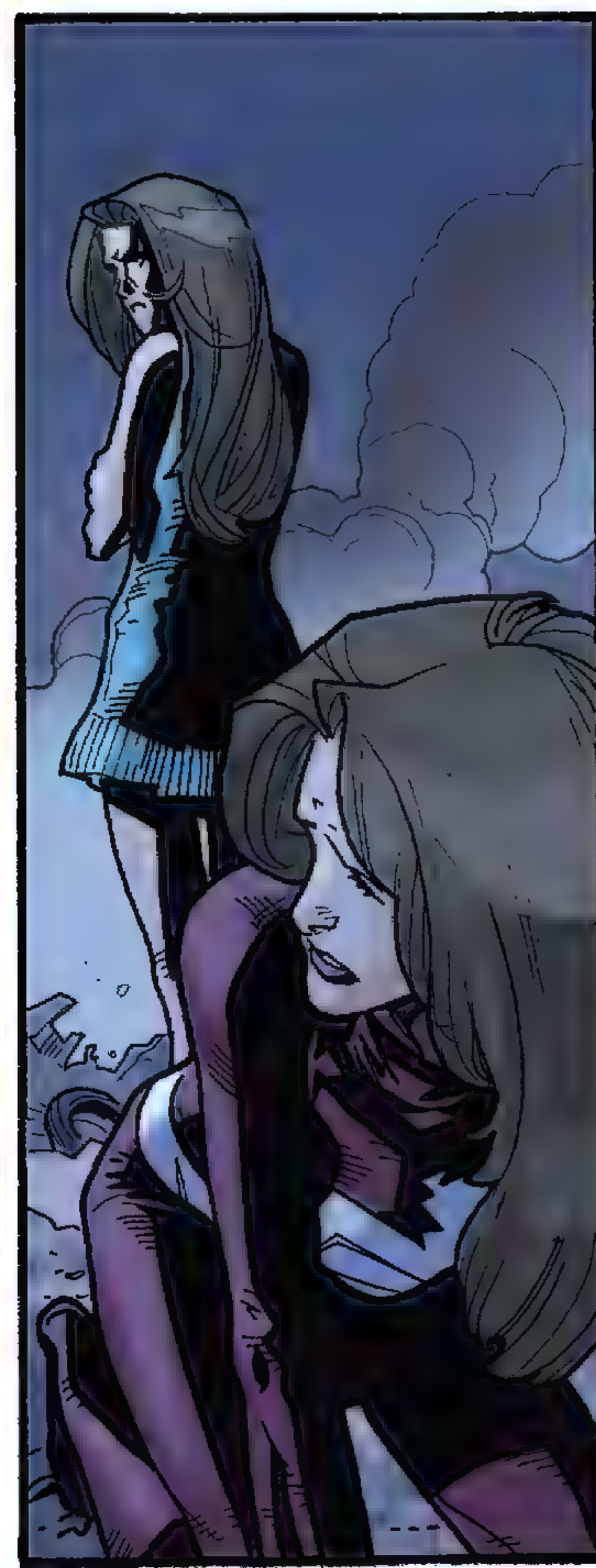
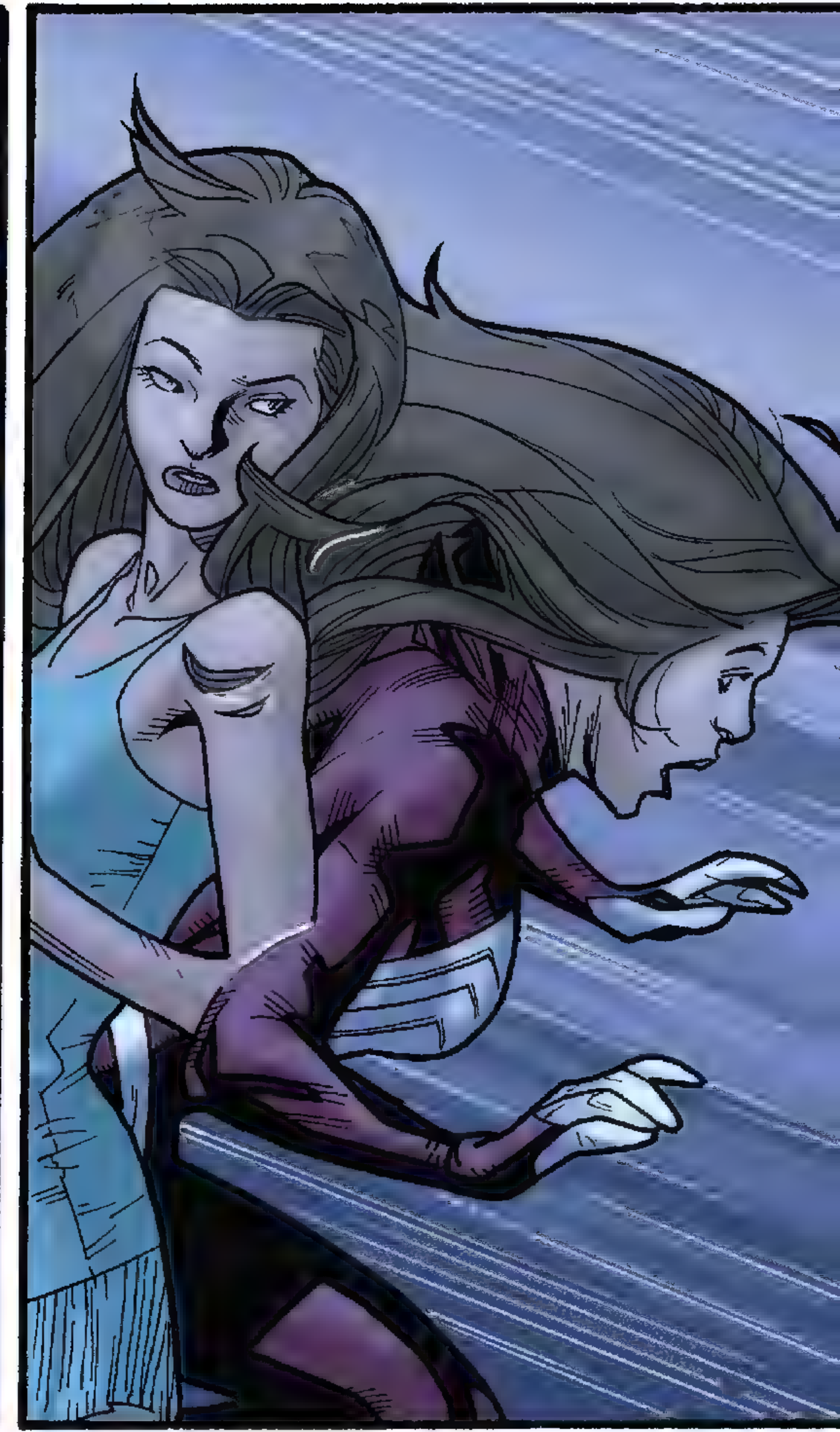
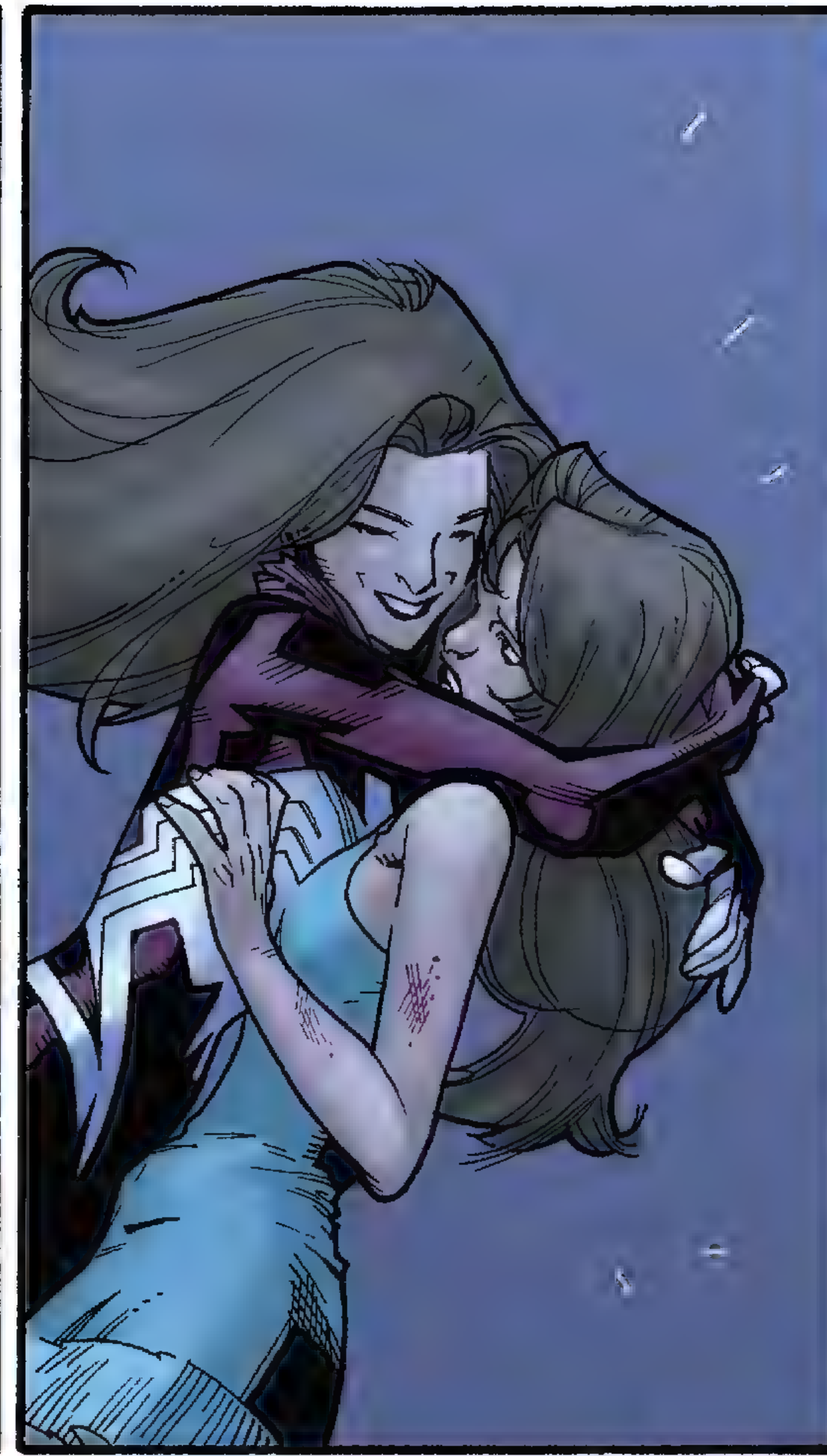
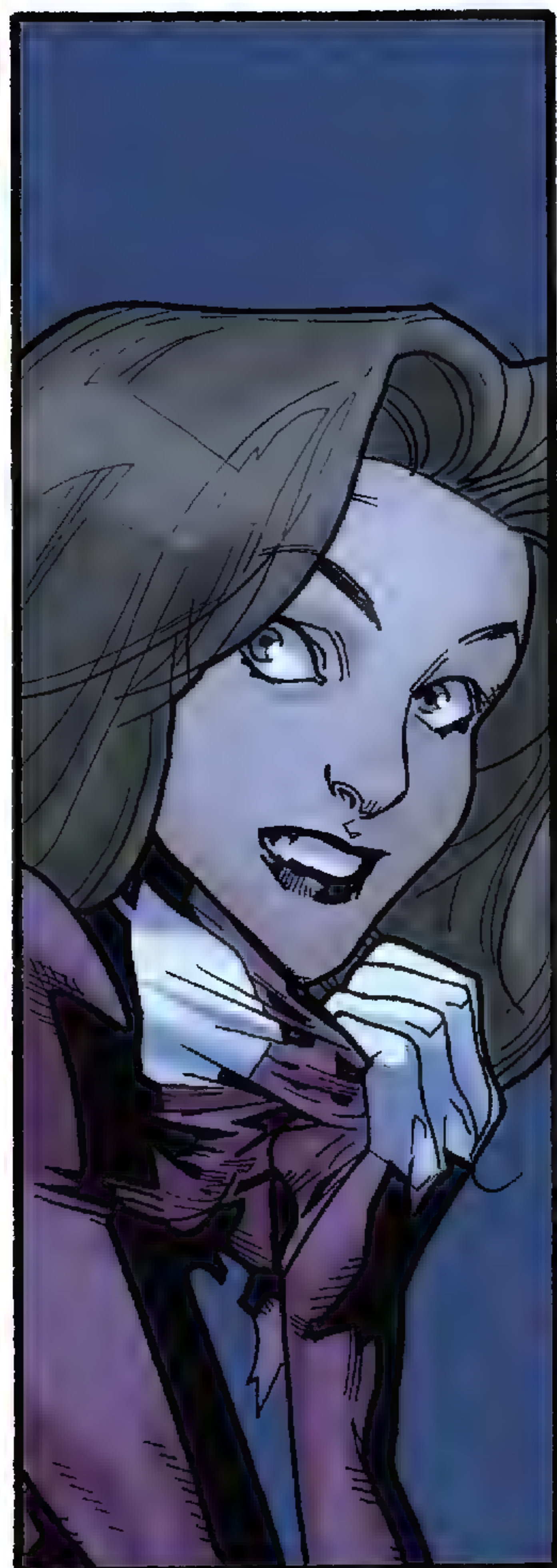


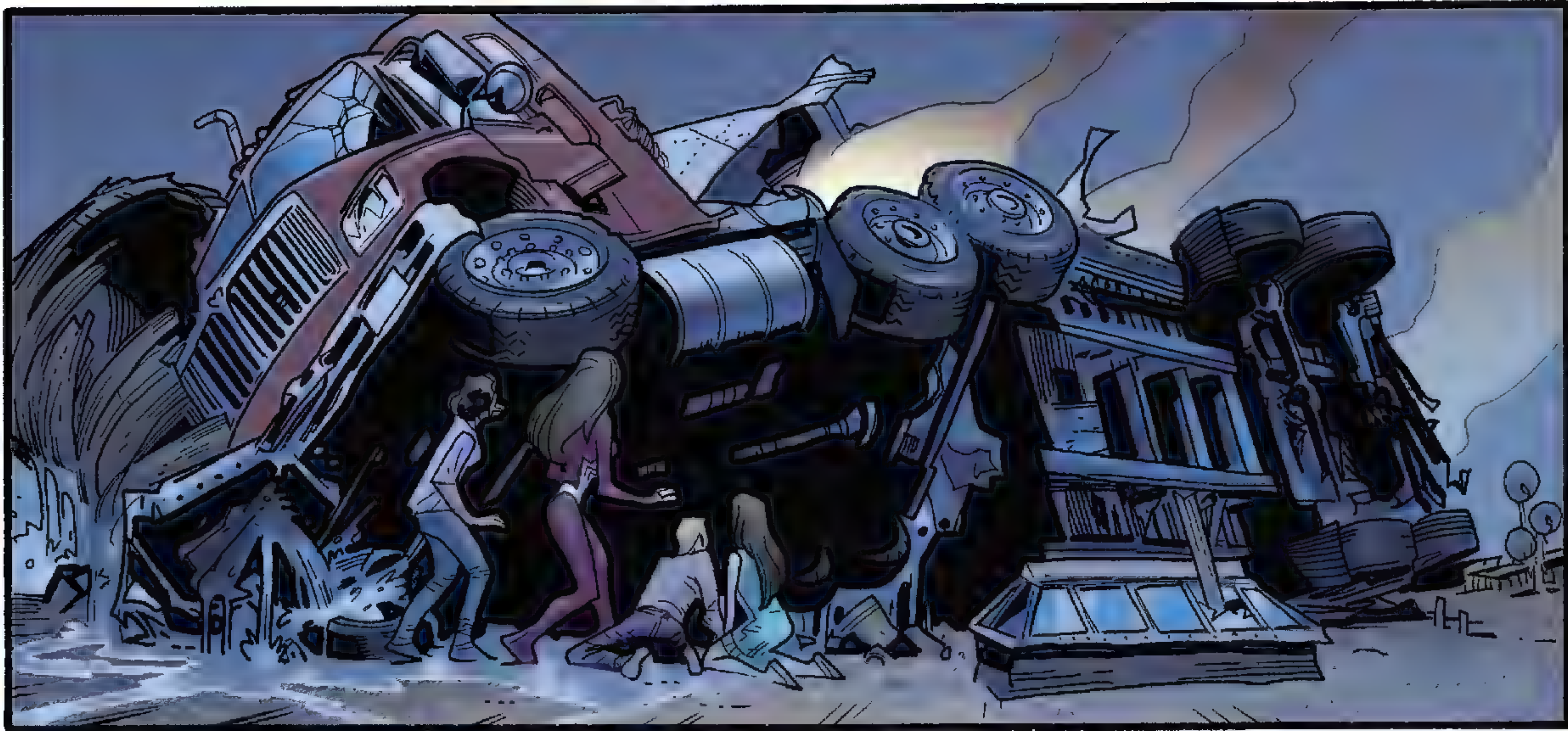
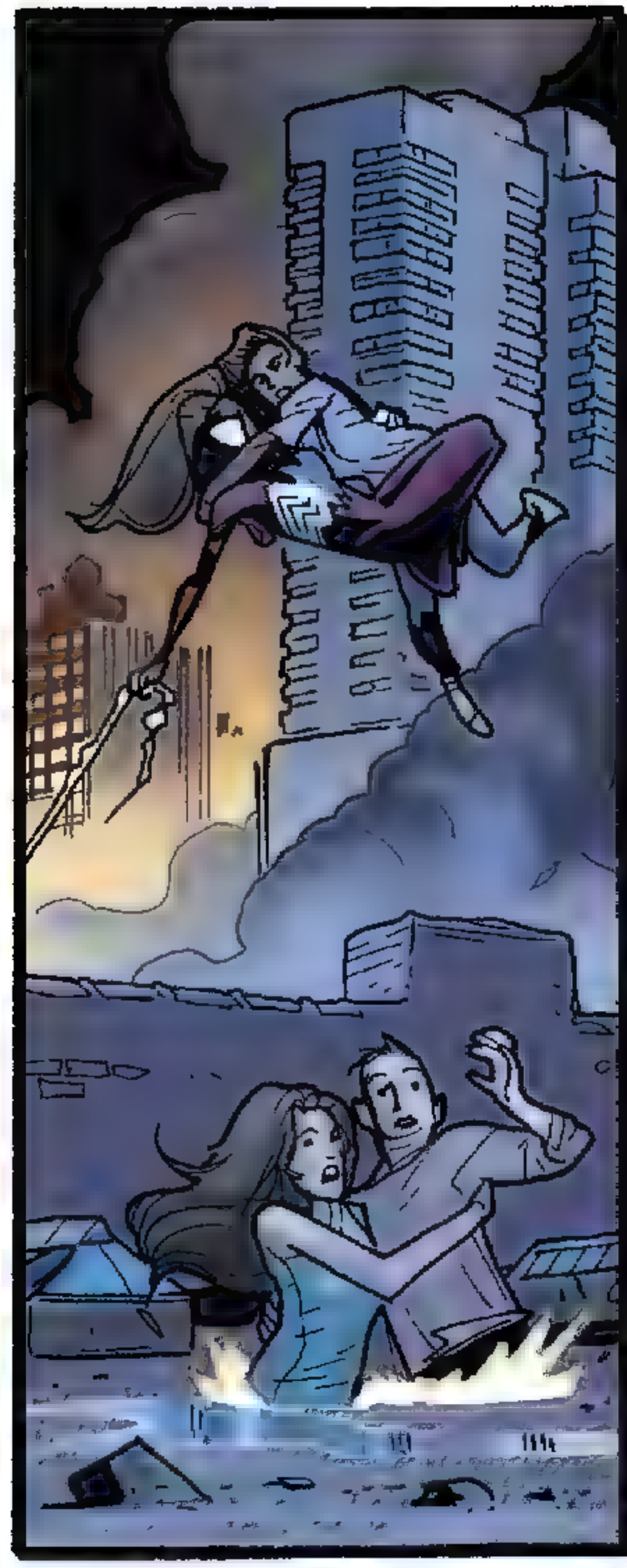
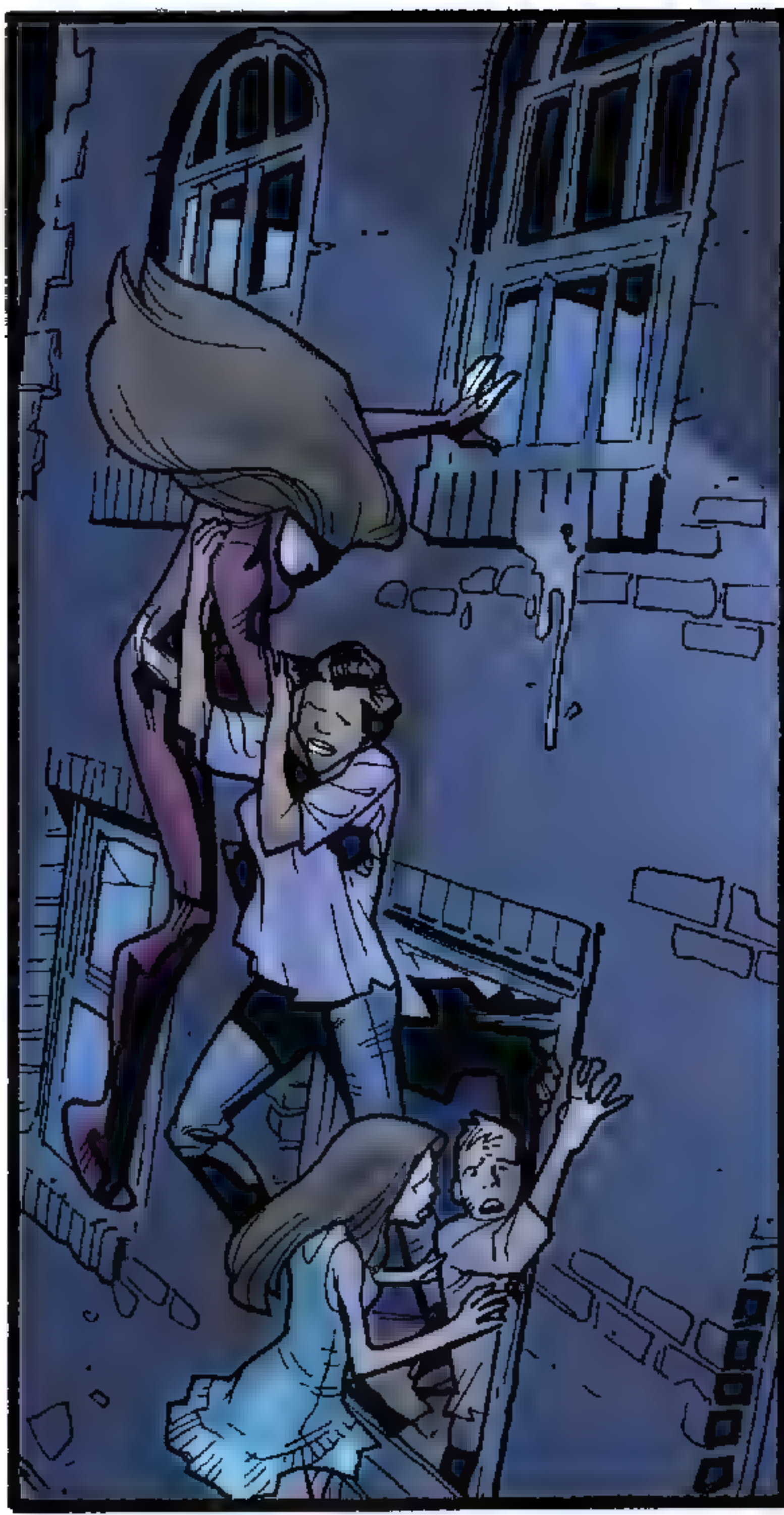


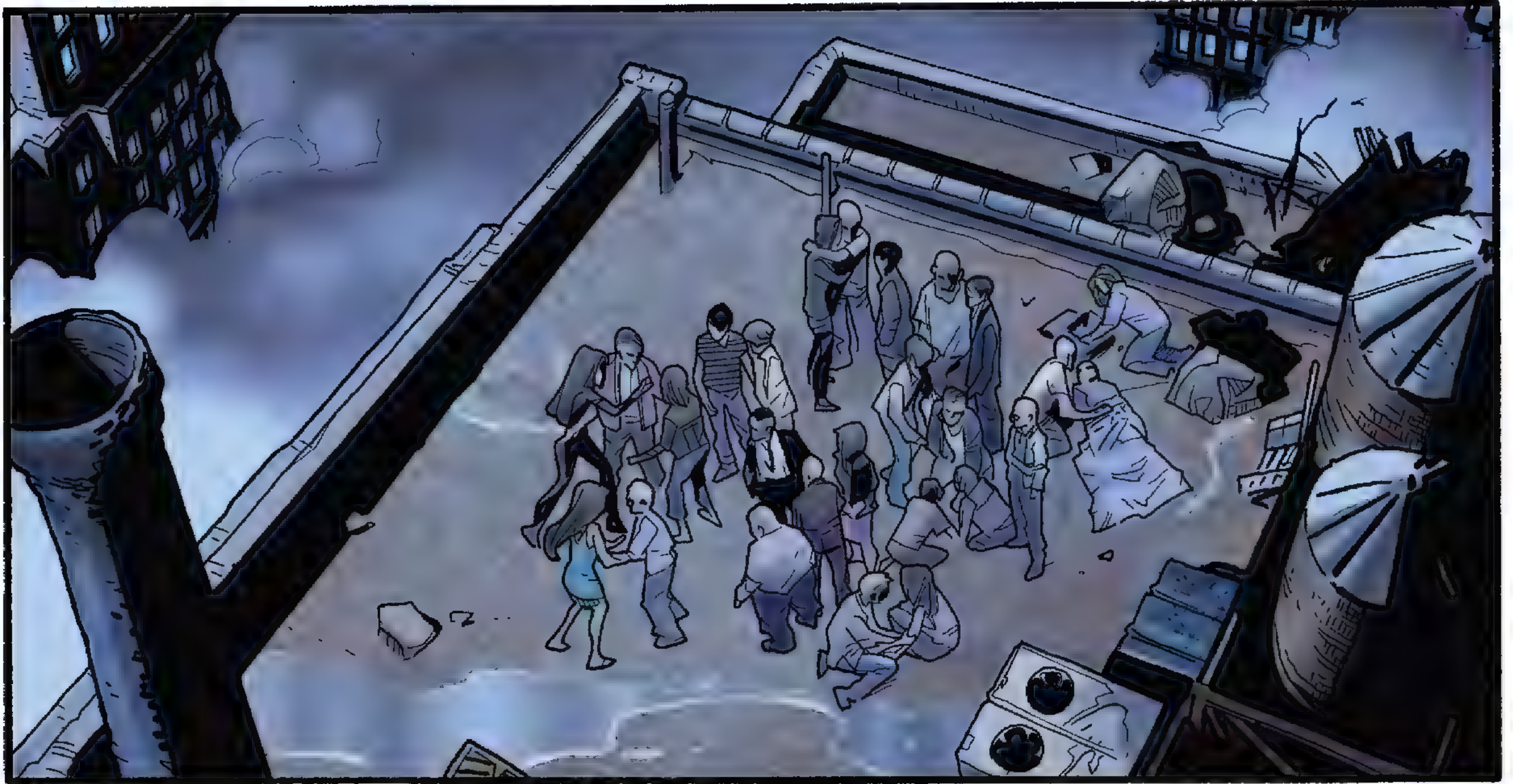
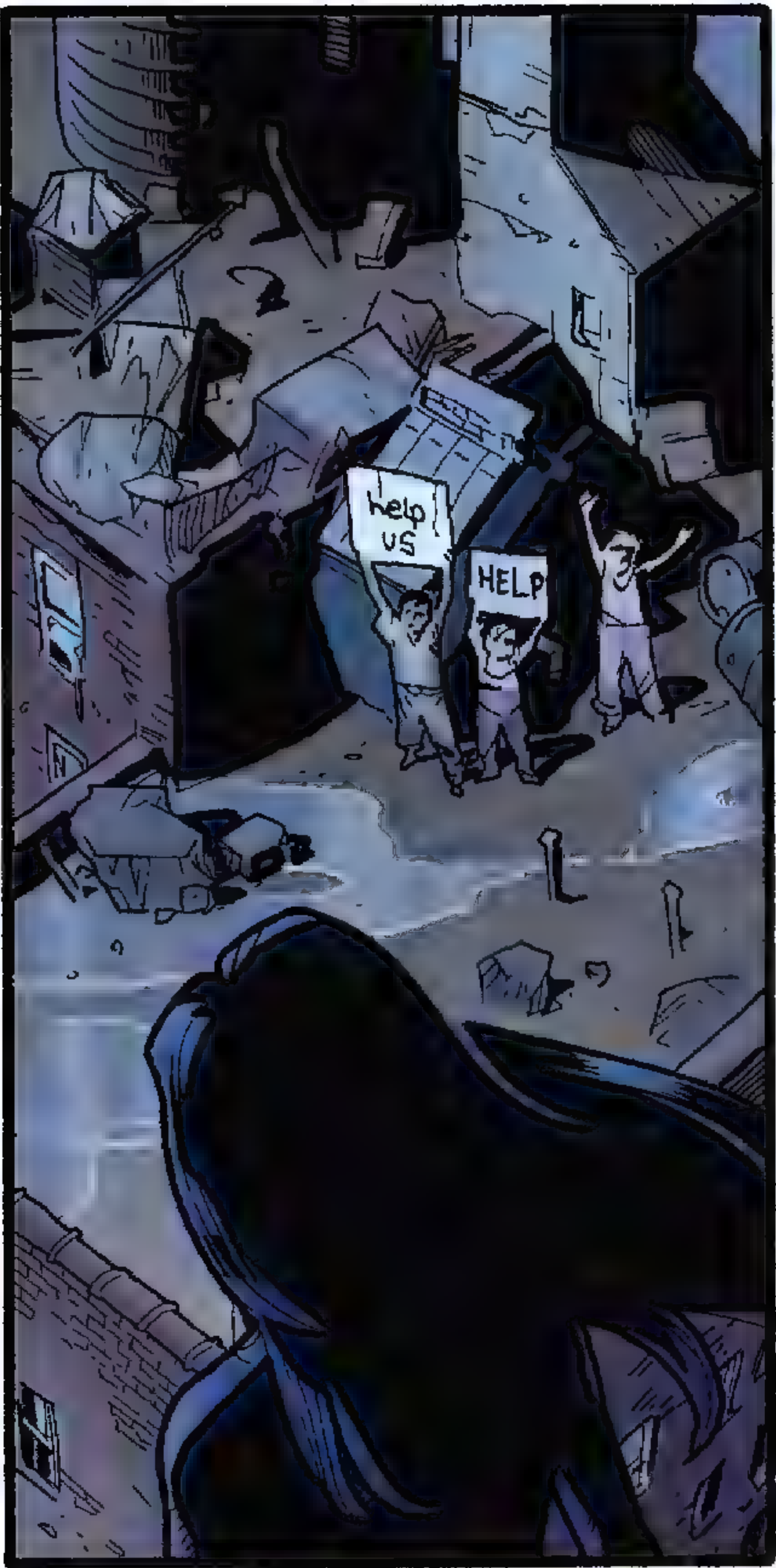


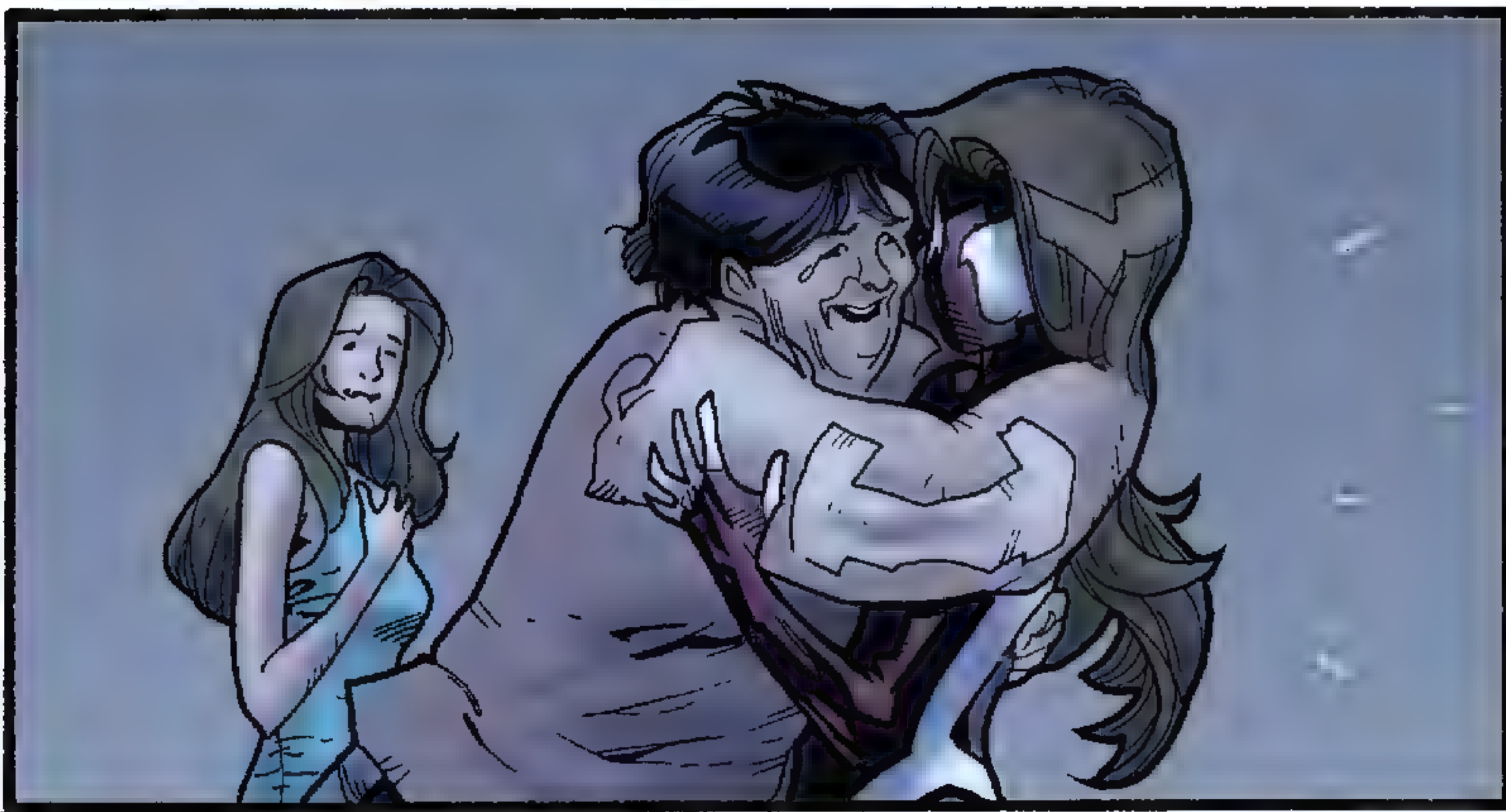
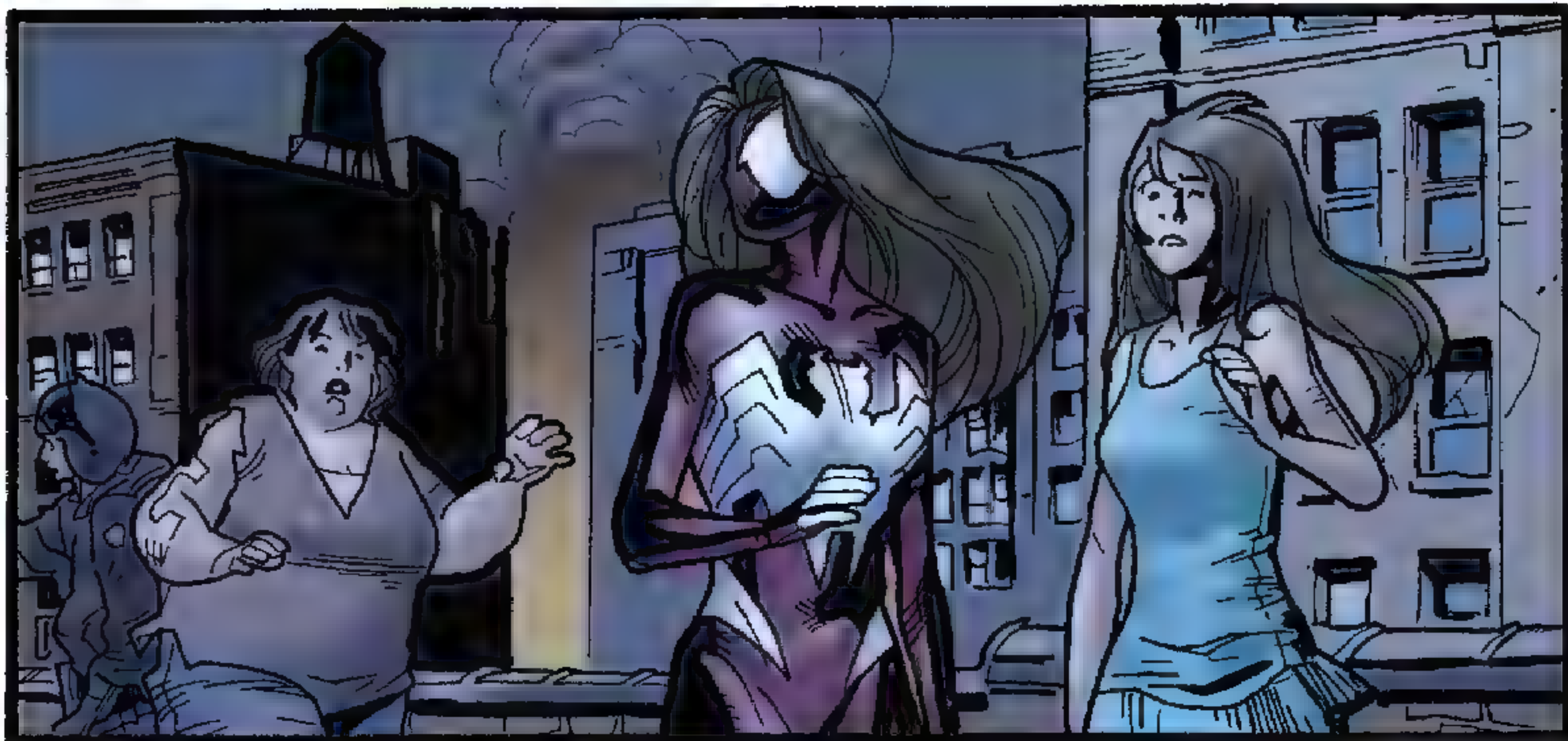
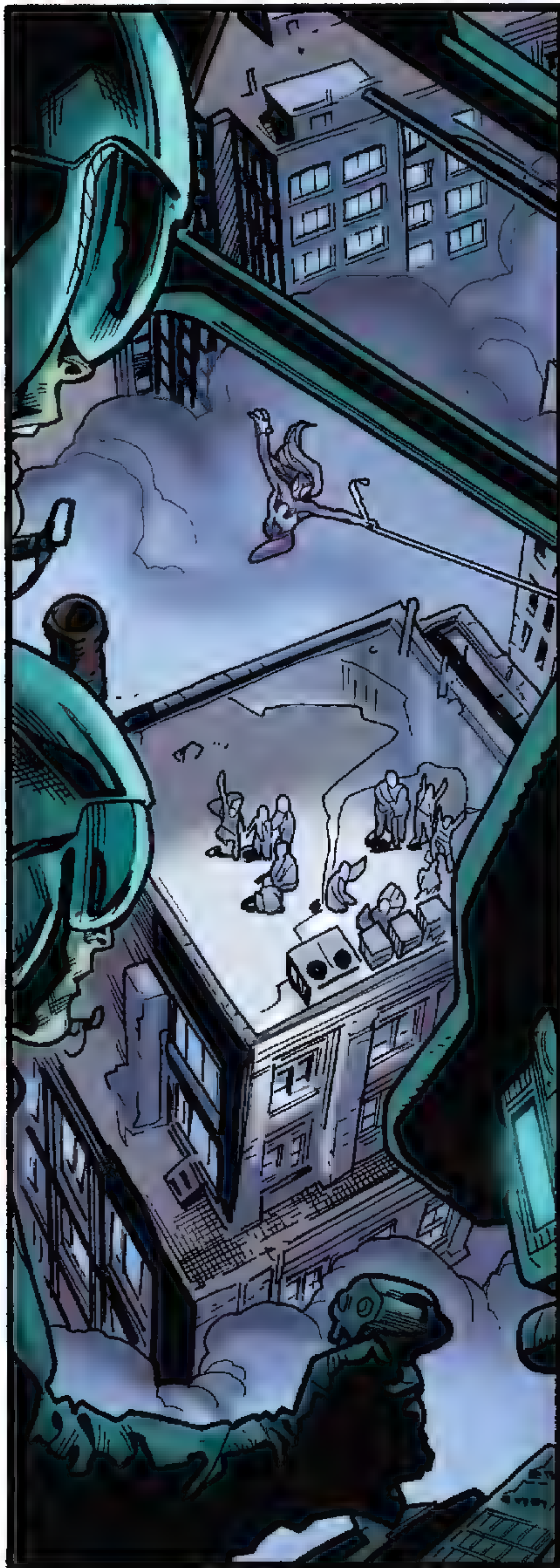


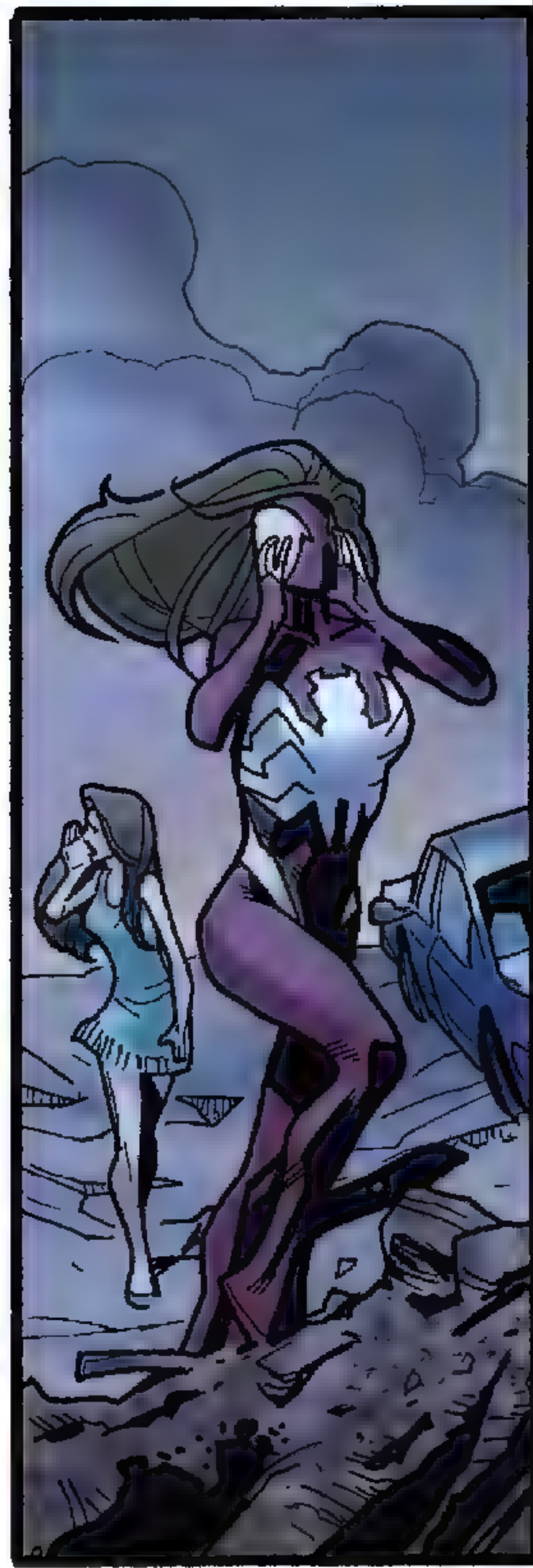
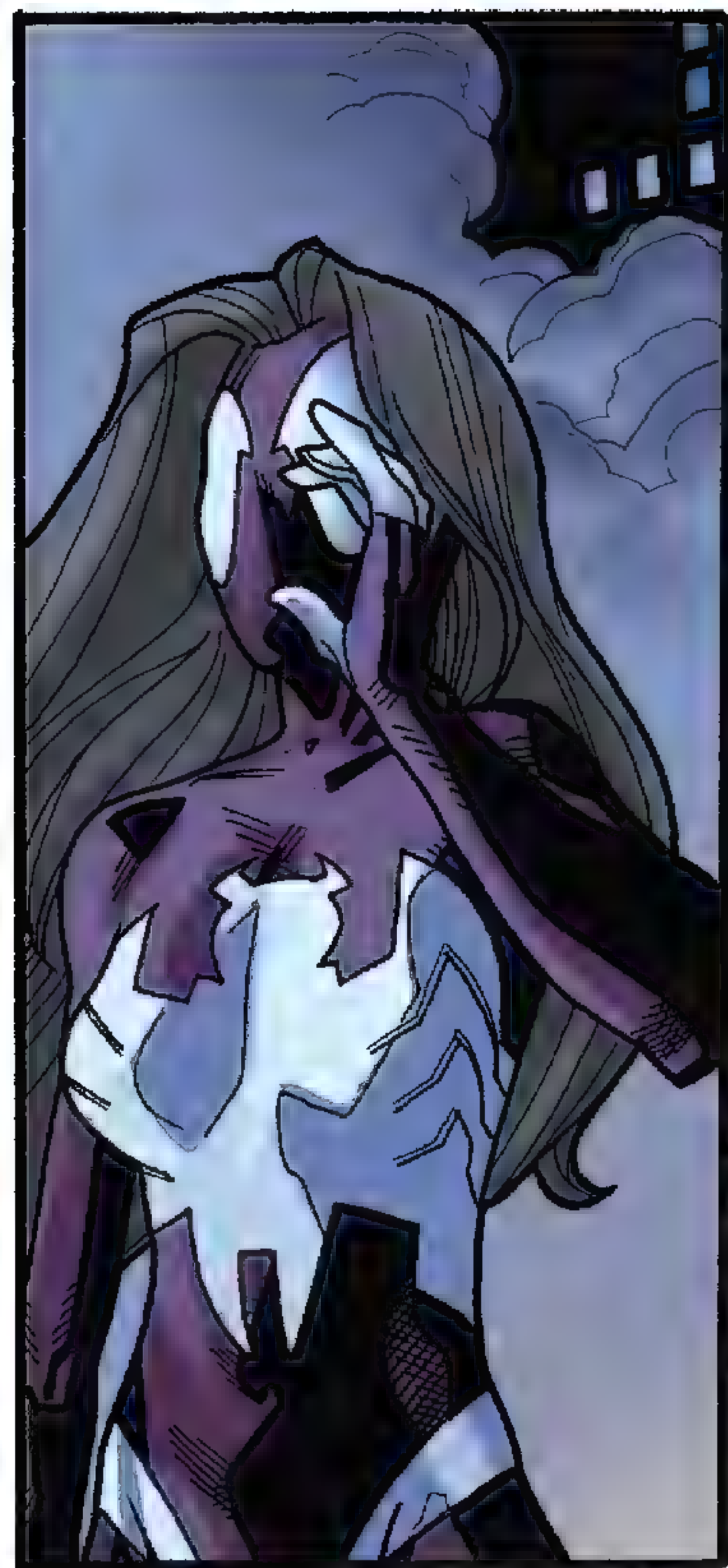
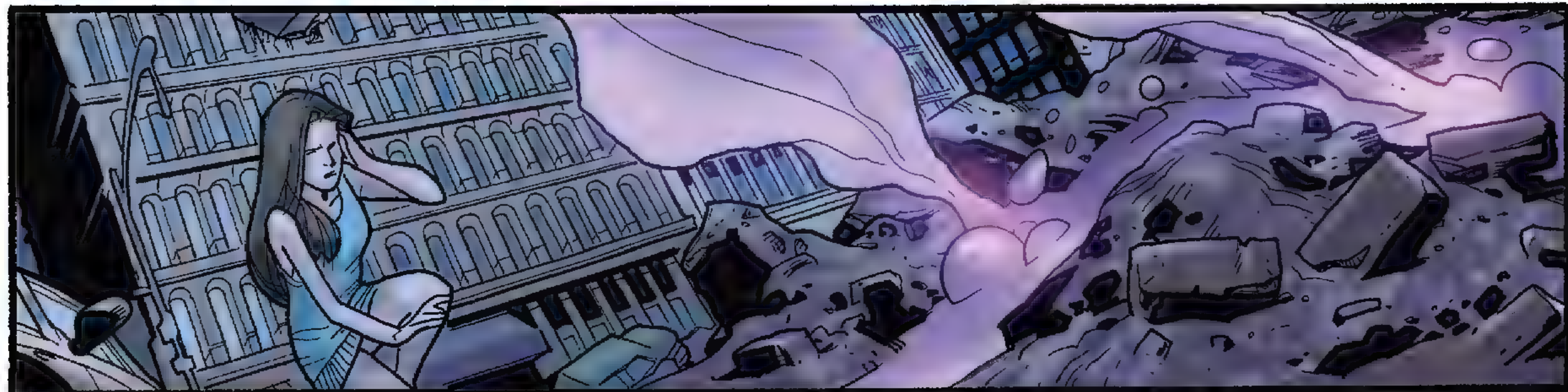
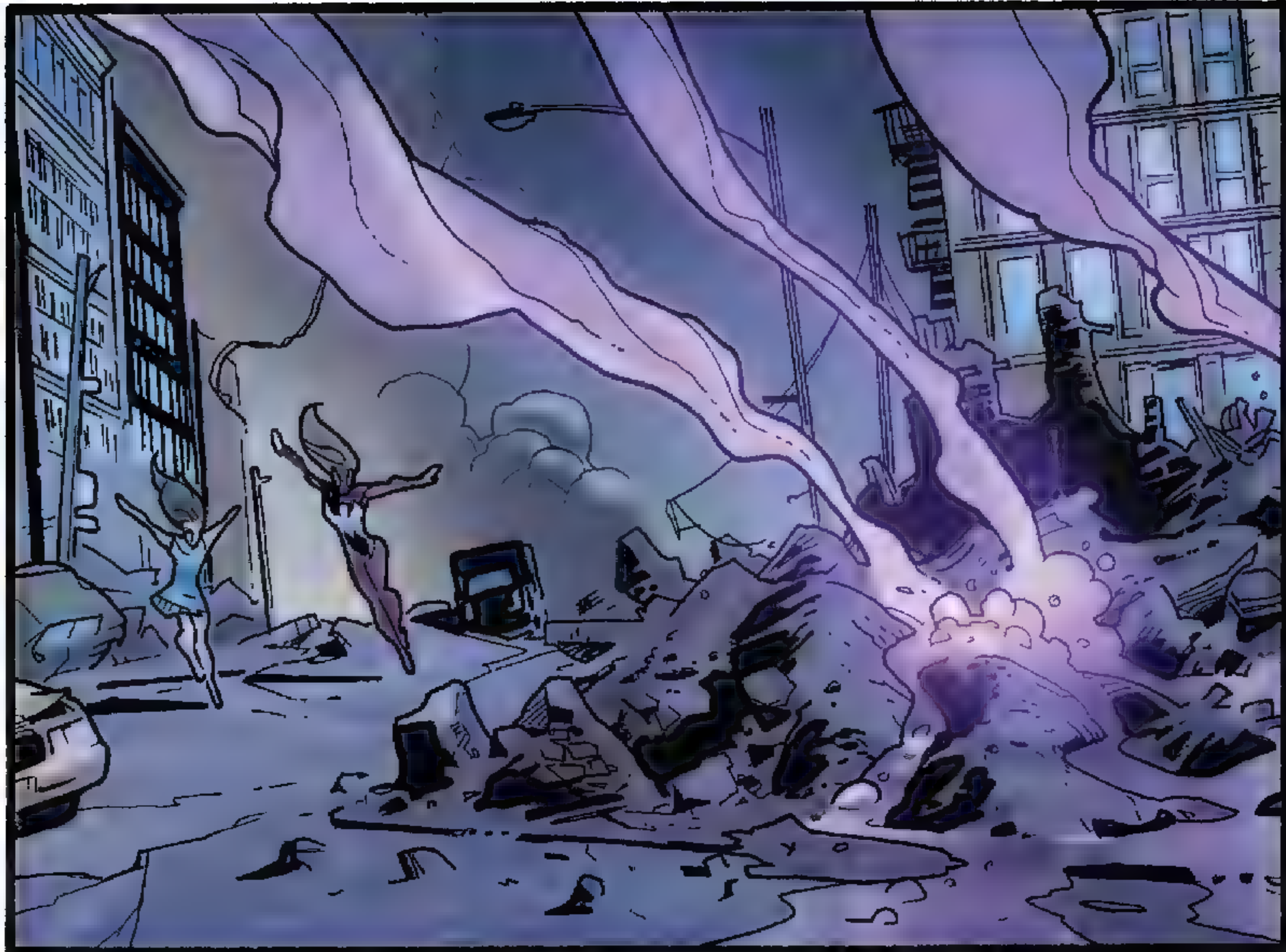


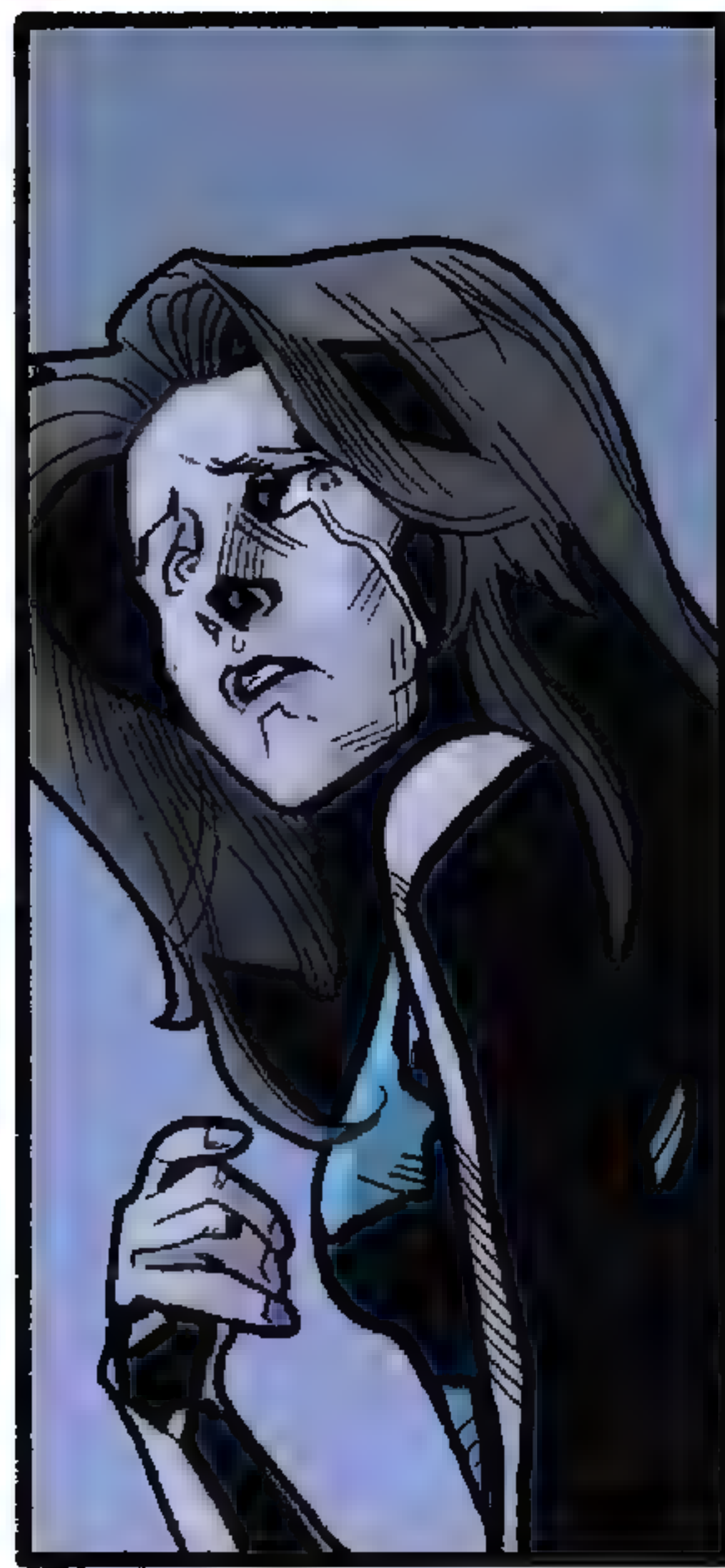
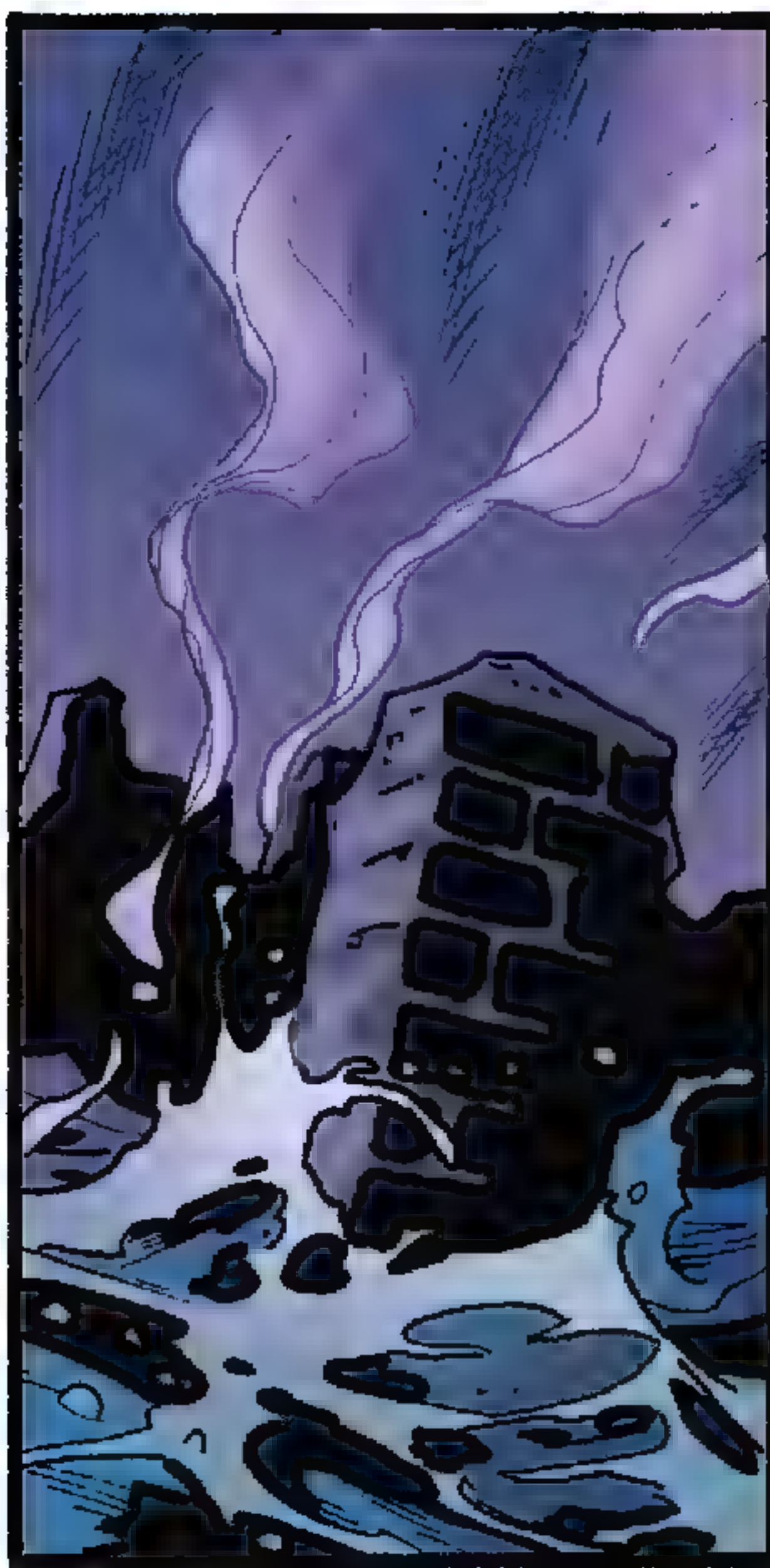
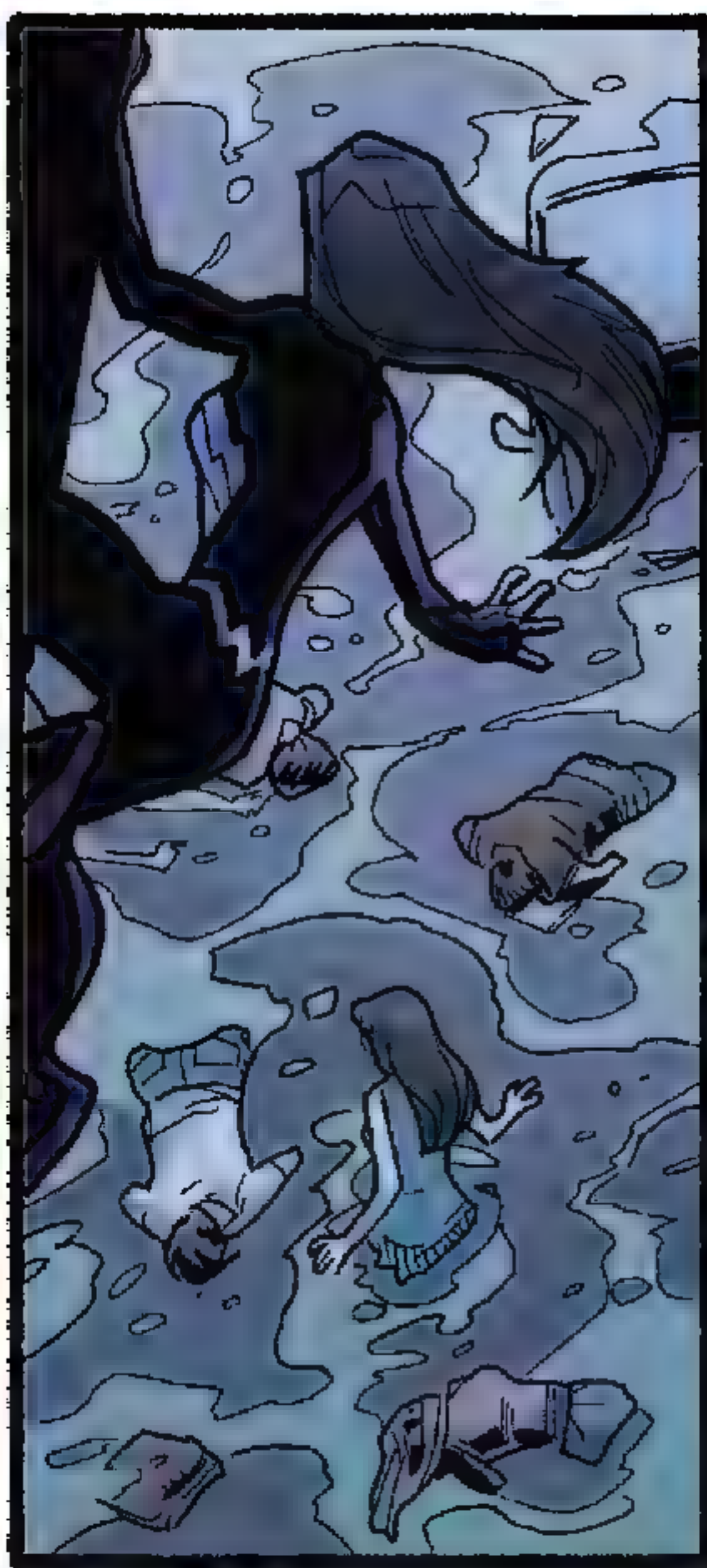
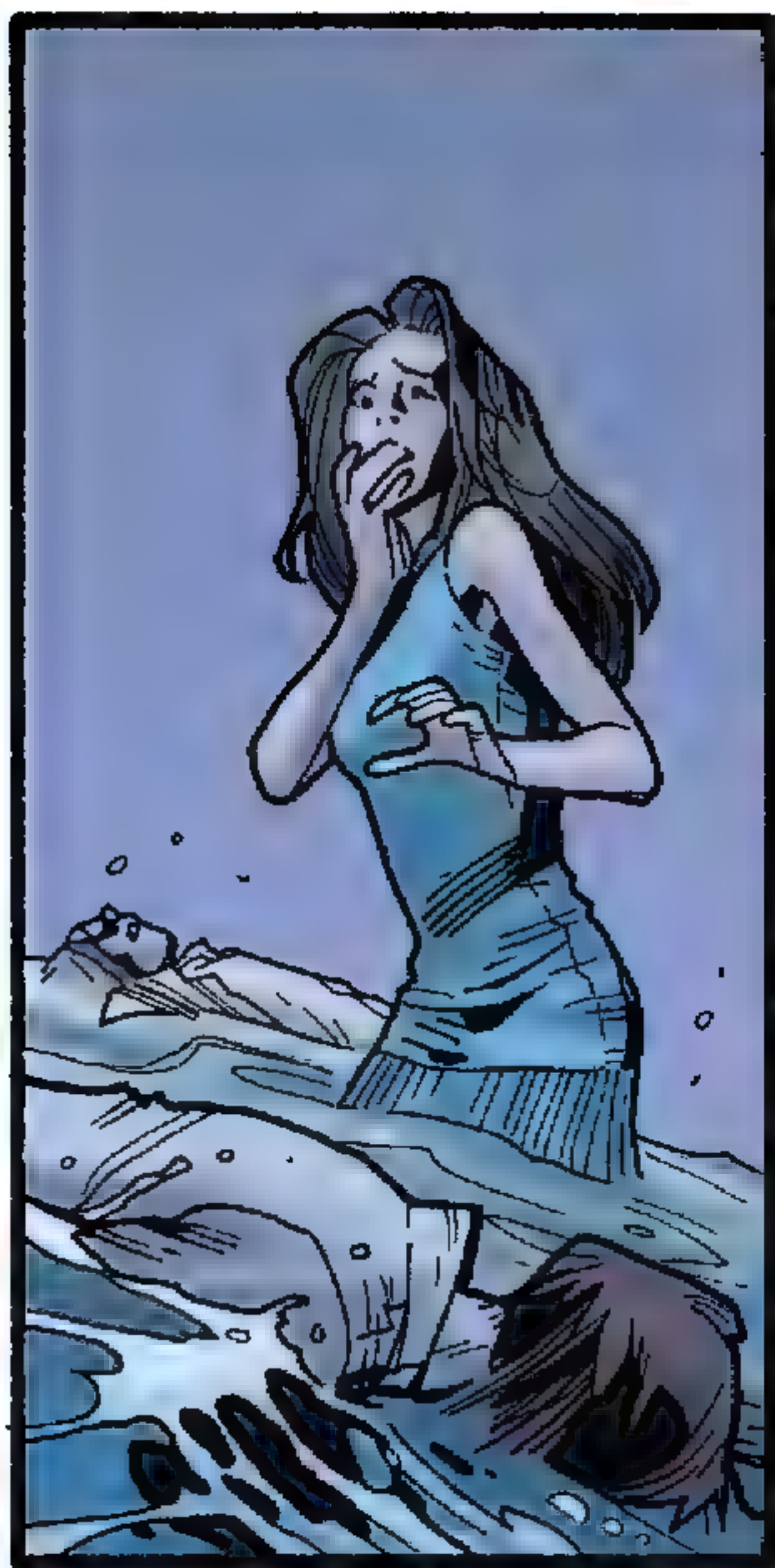
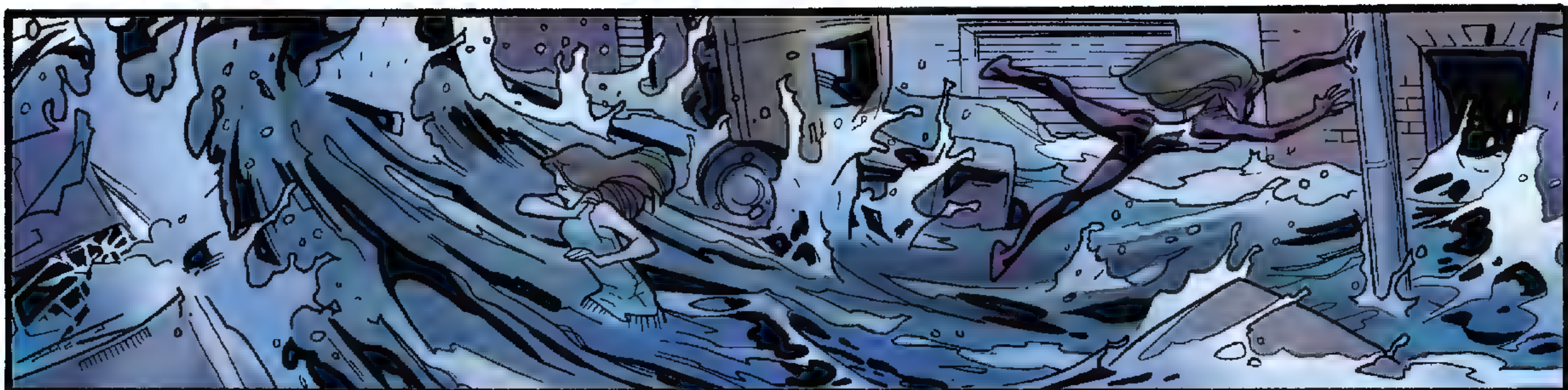


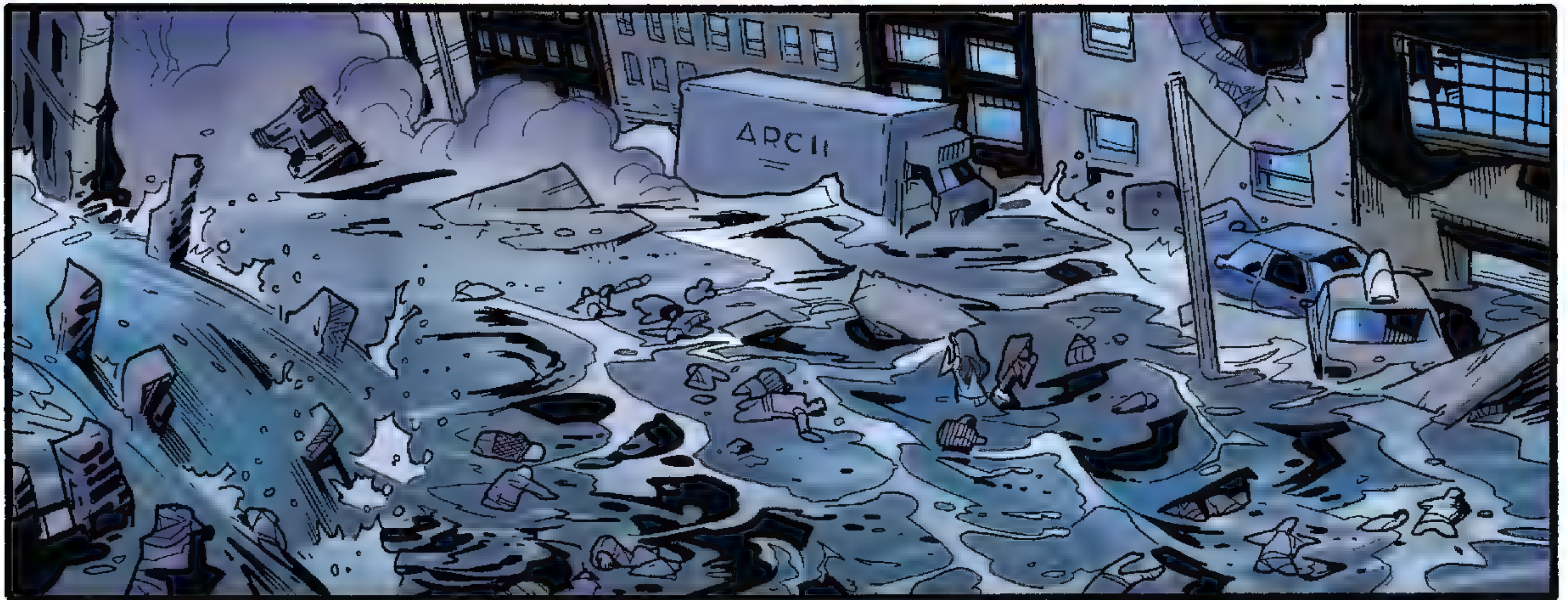
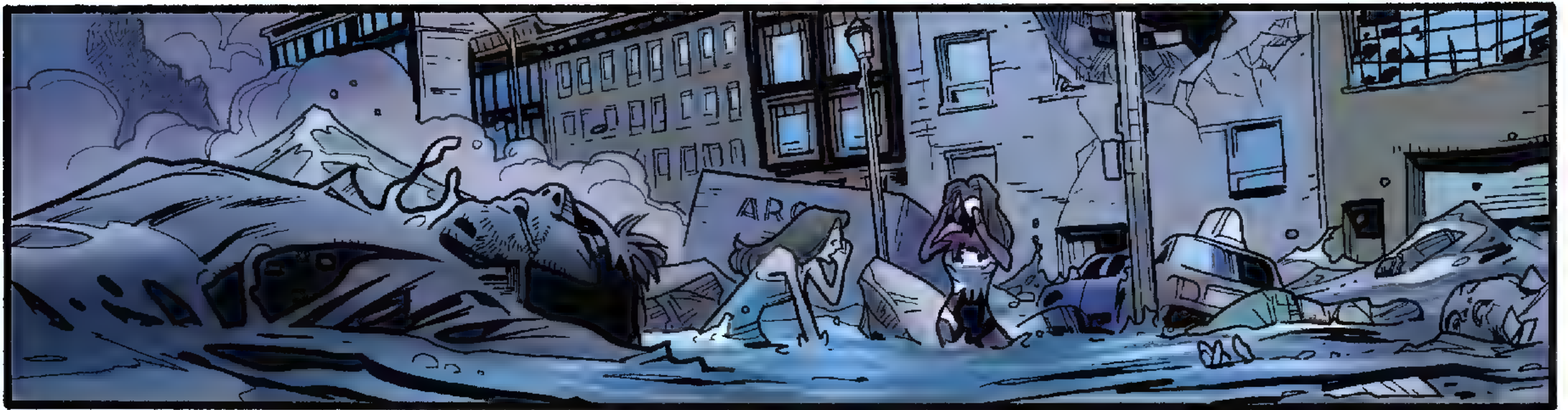
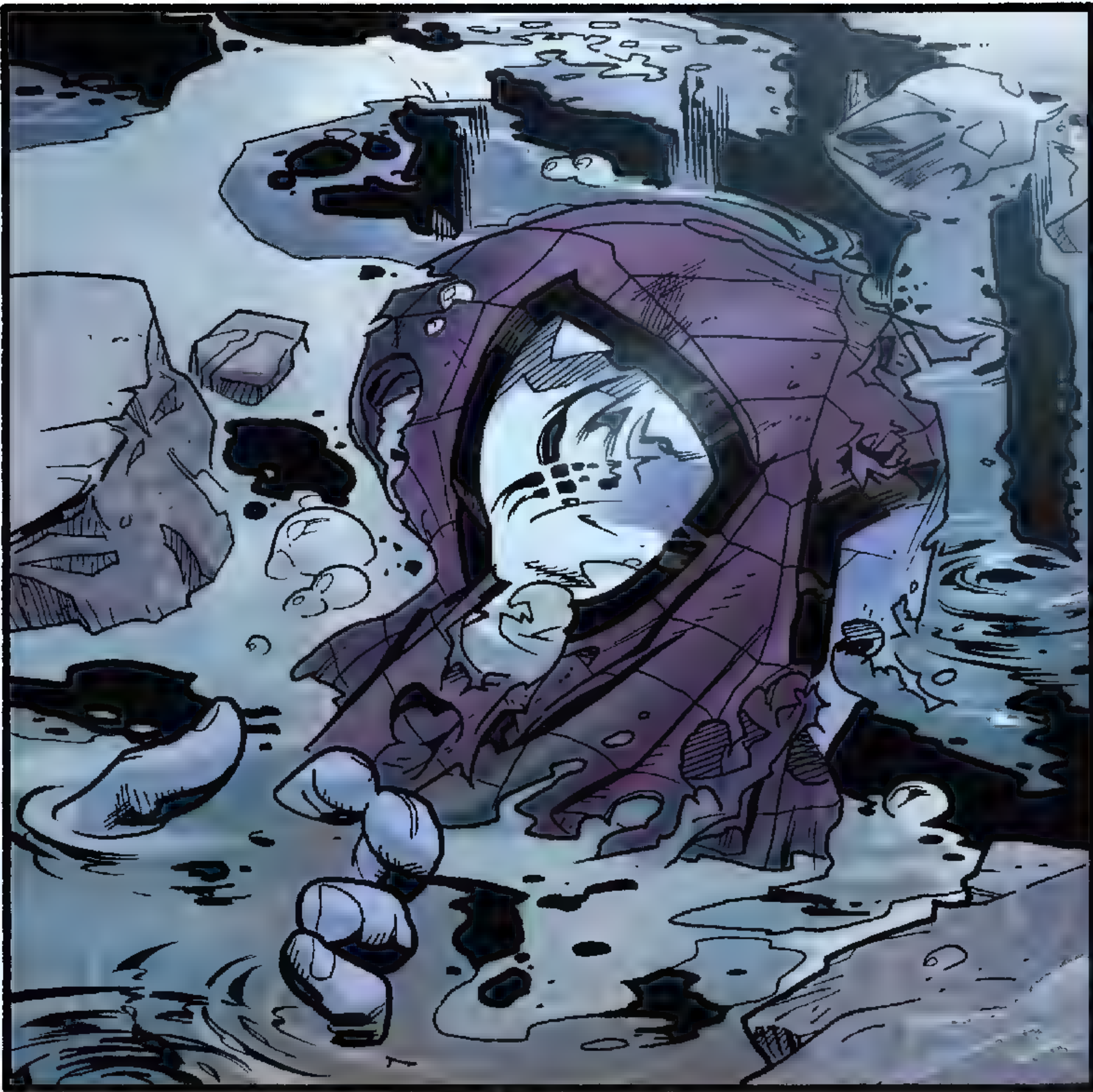


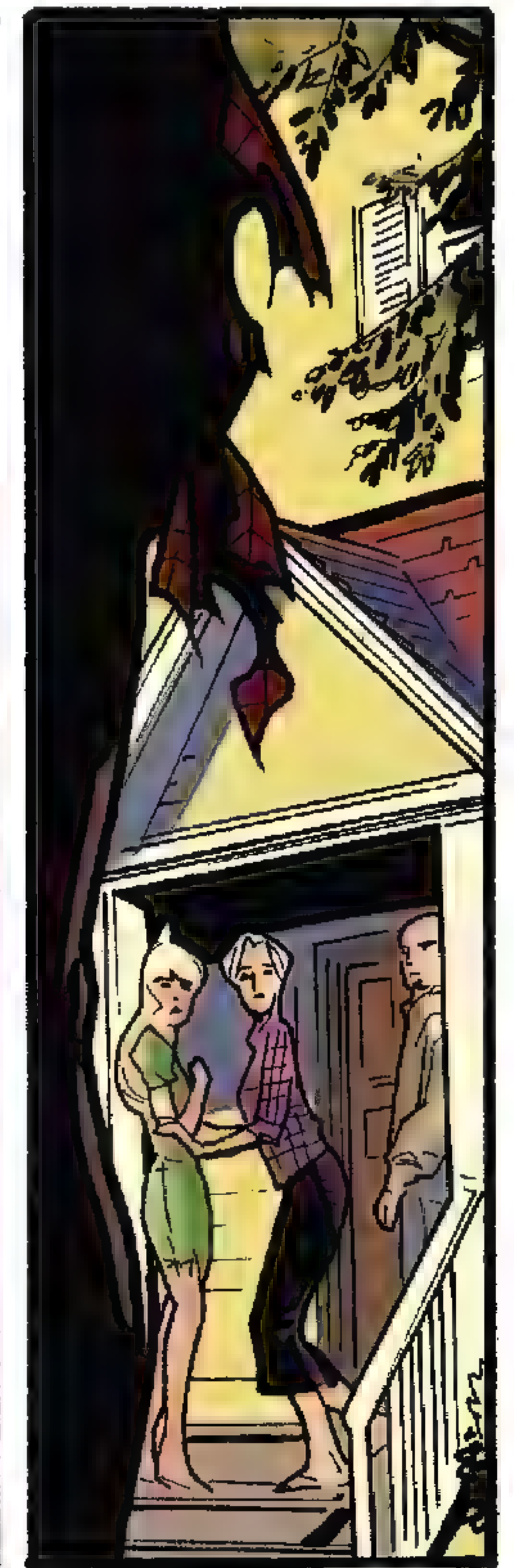
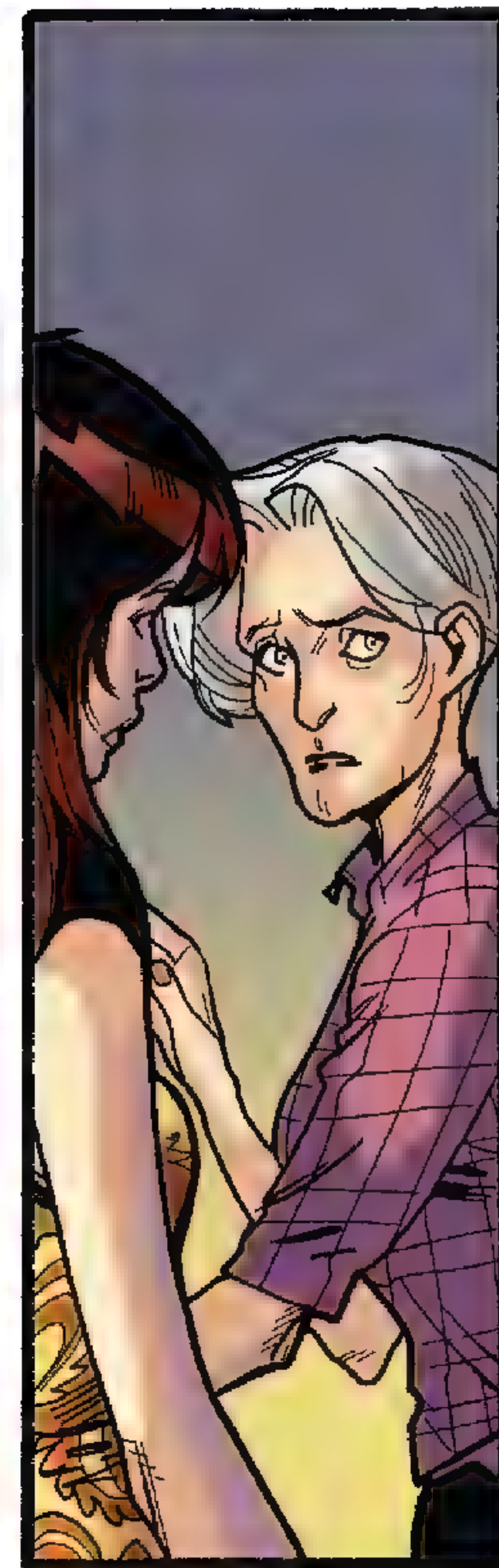
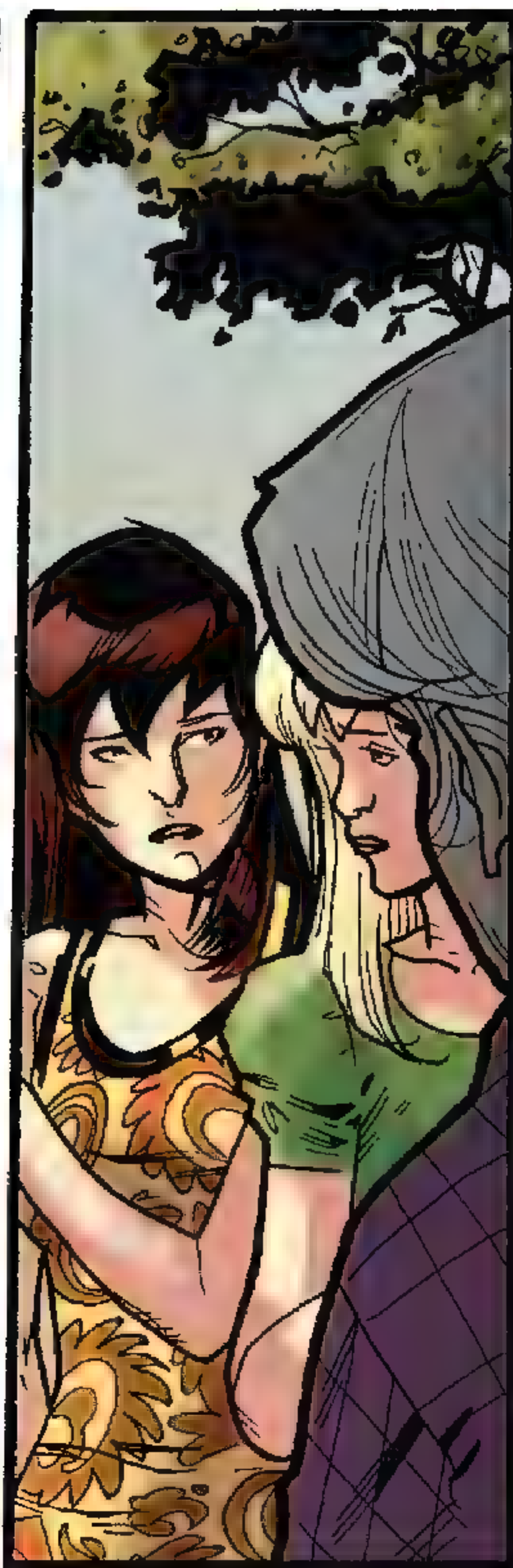
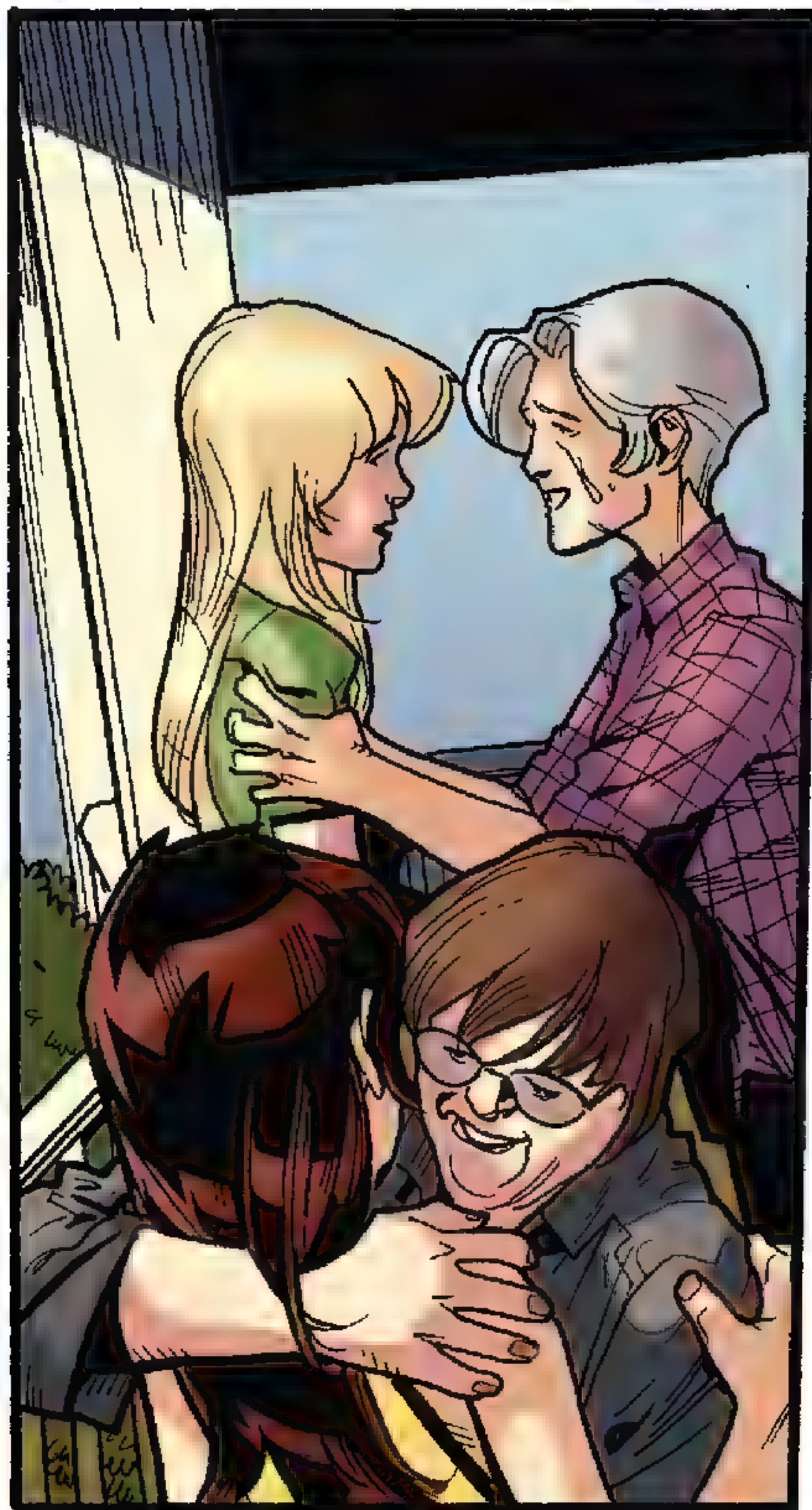
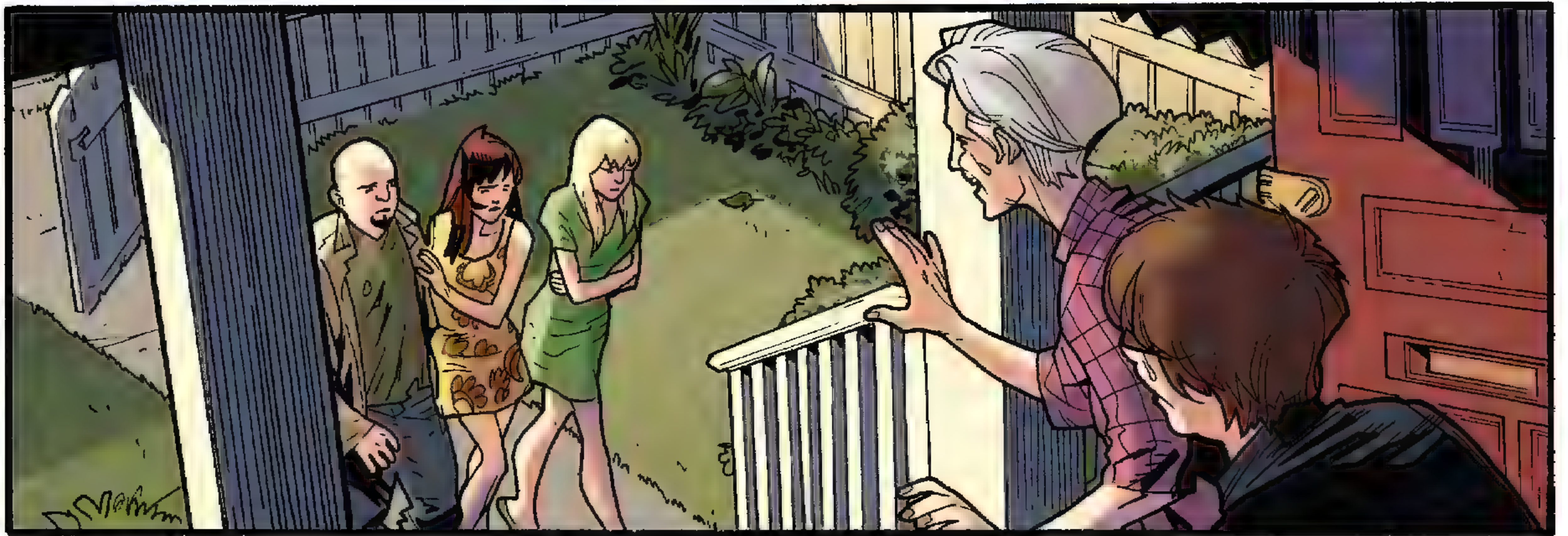
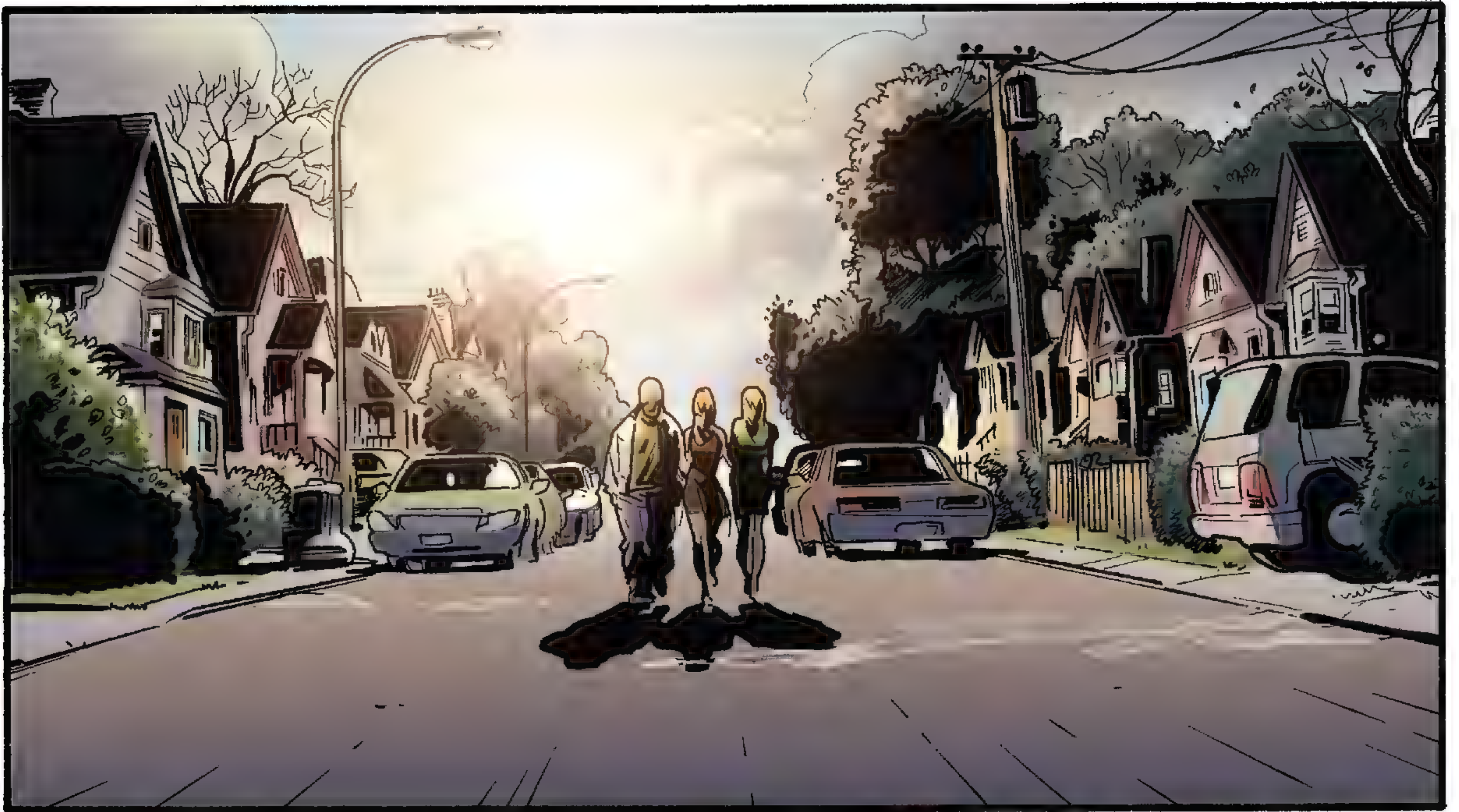


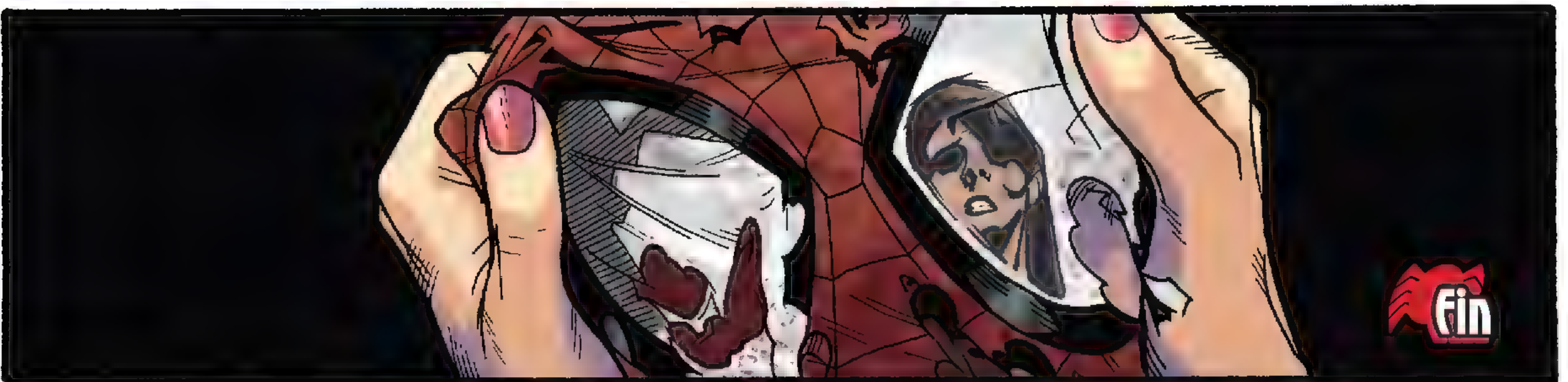
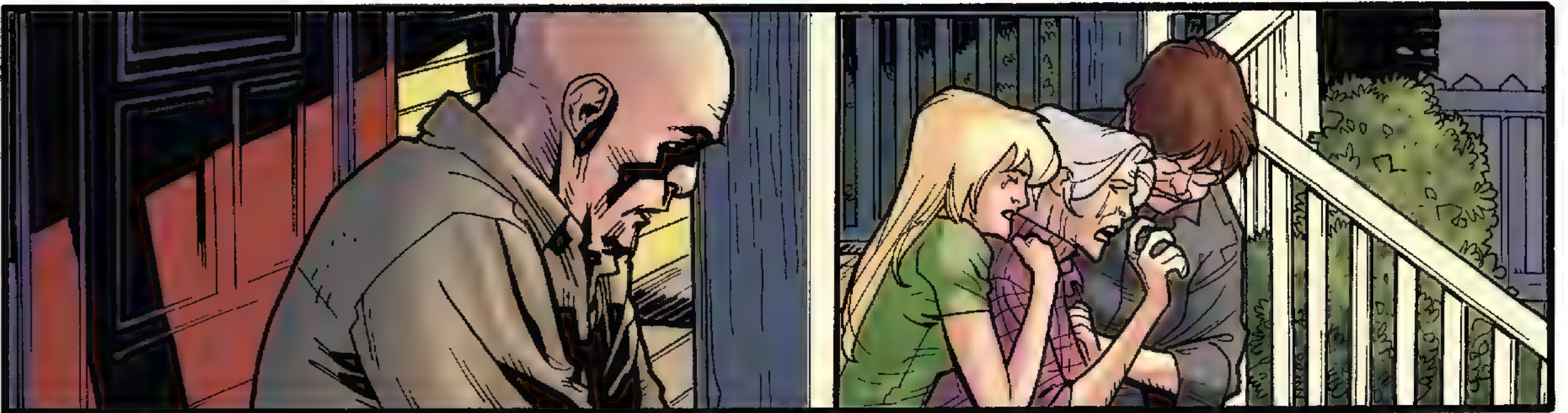
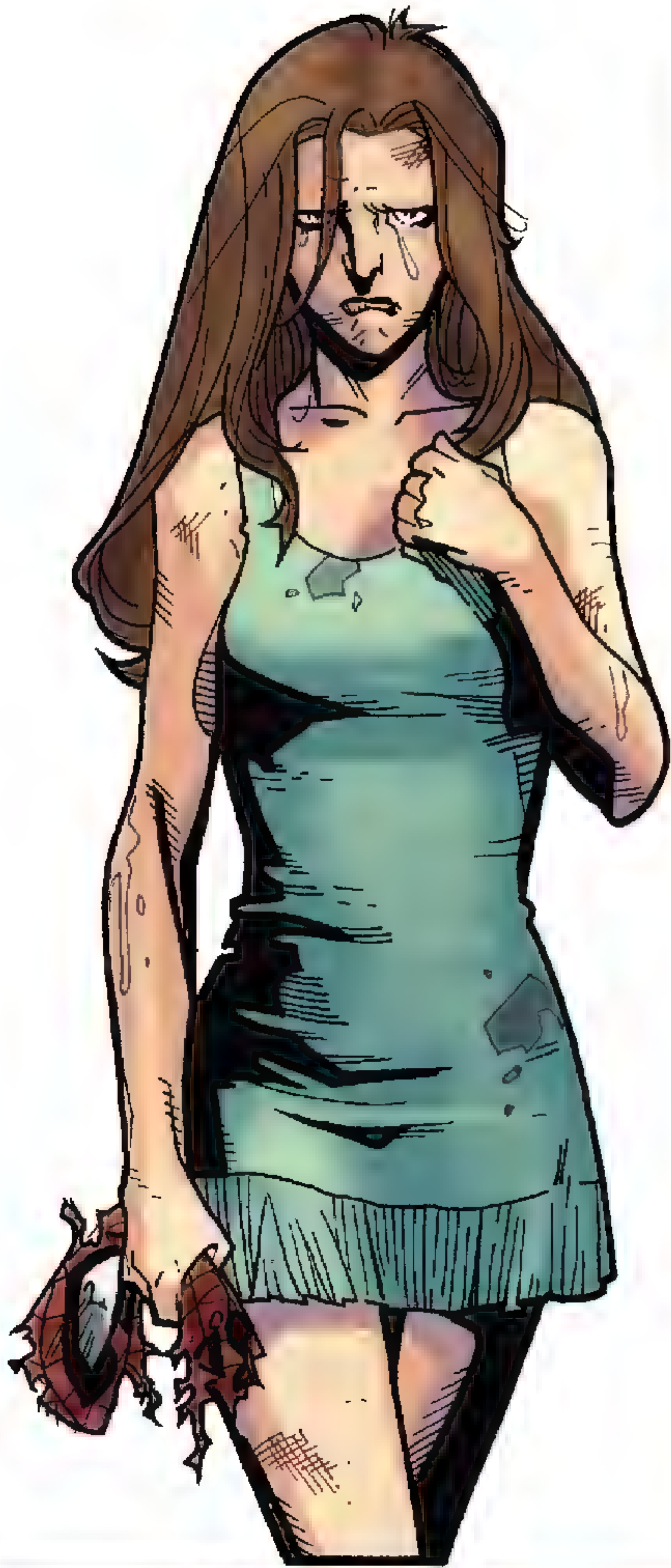






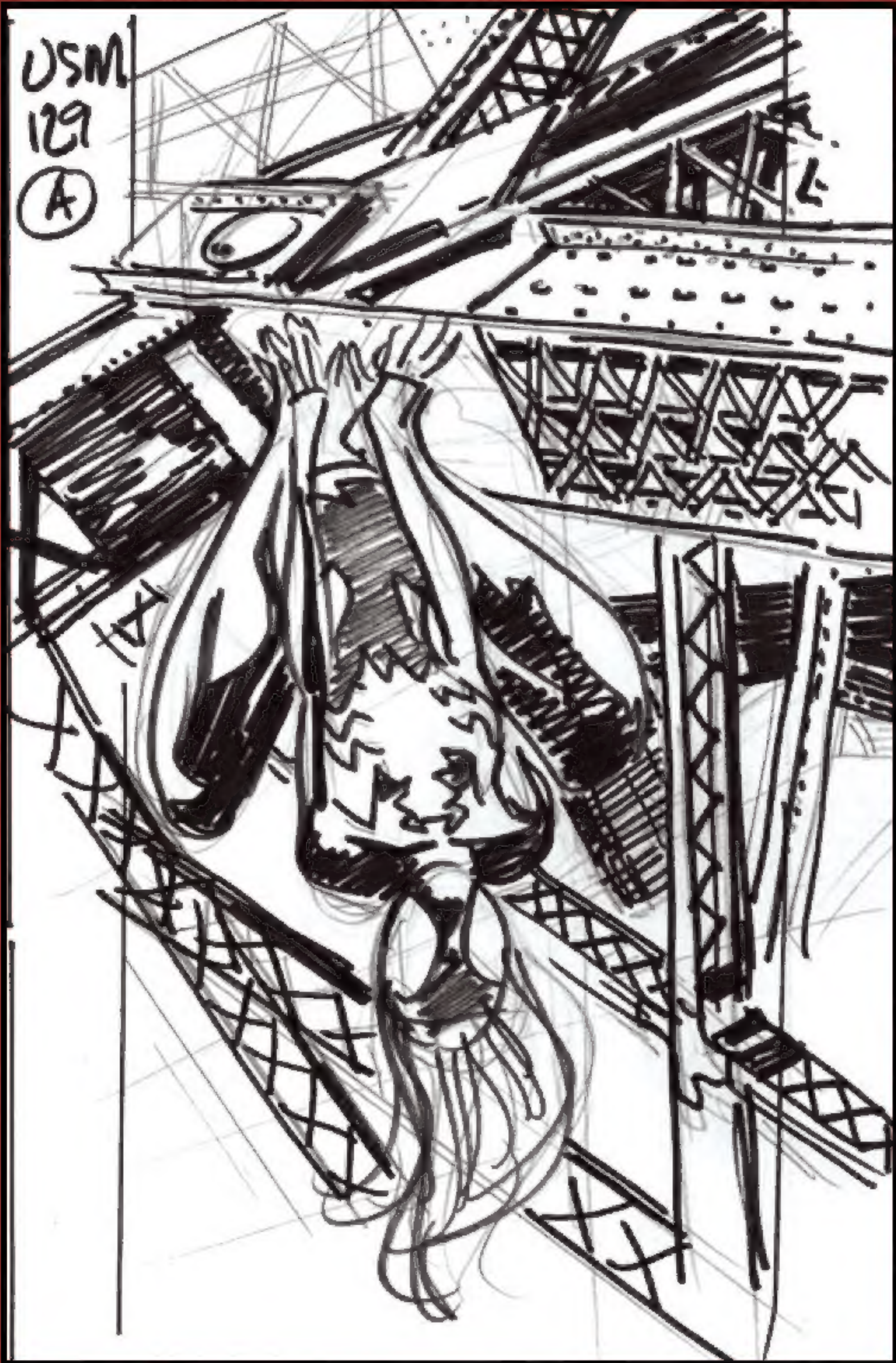








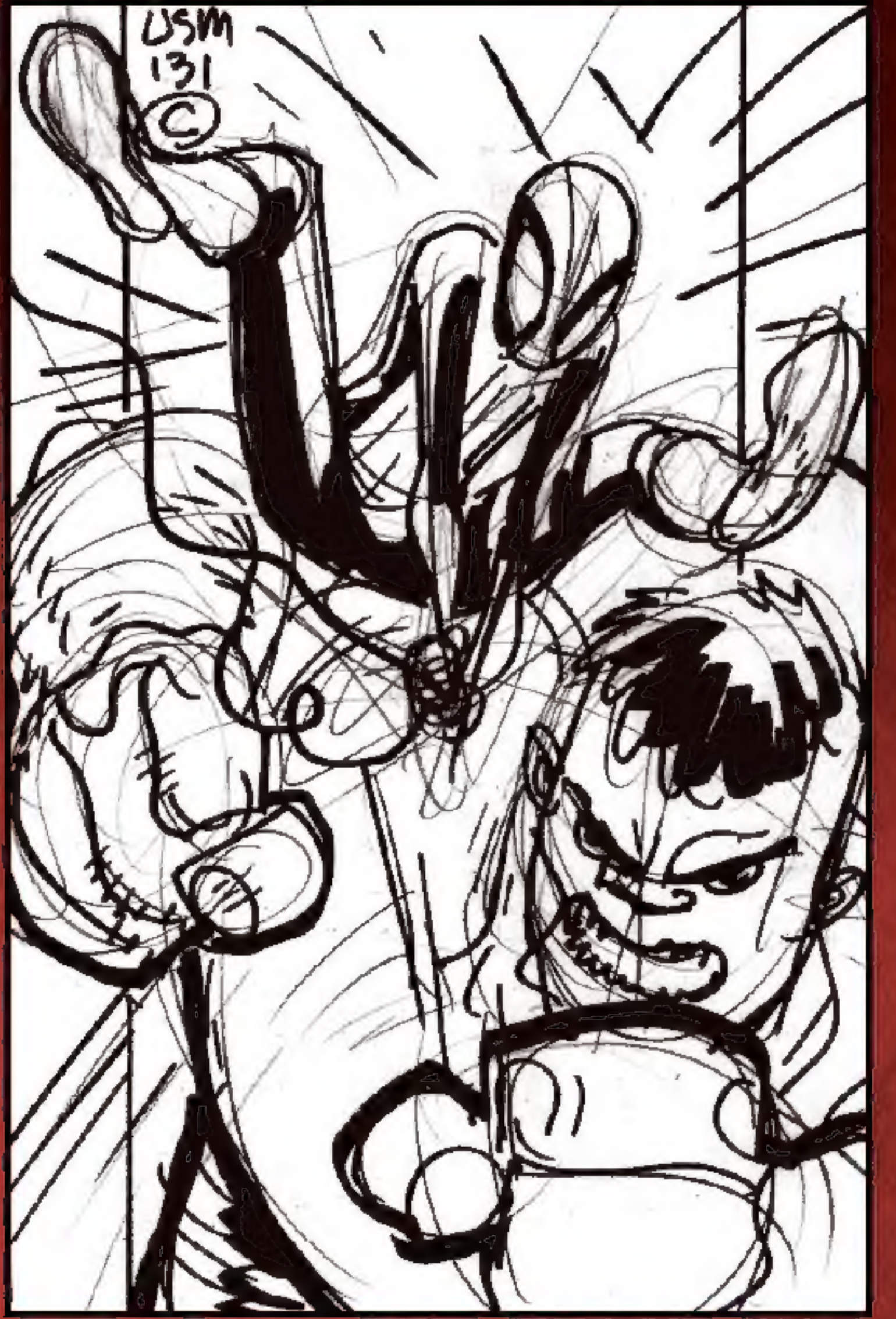
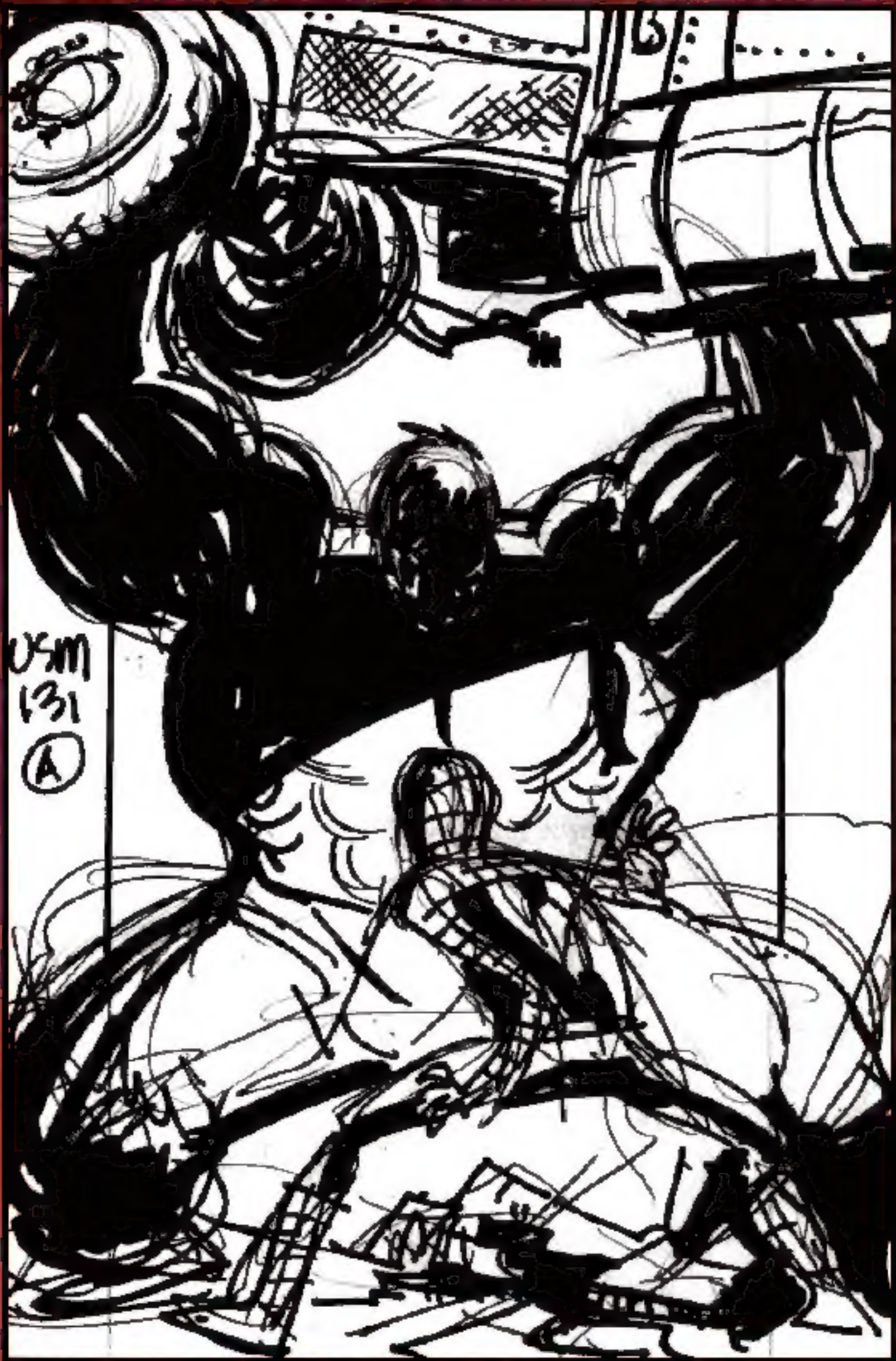
Cover Process by
DAVID LAFUENTE



Ultimate Spider-Man #129



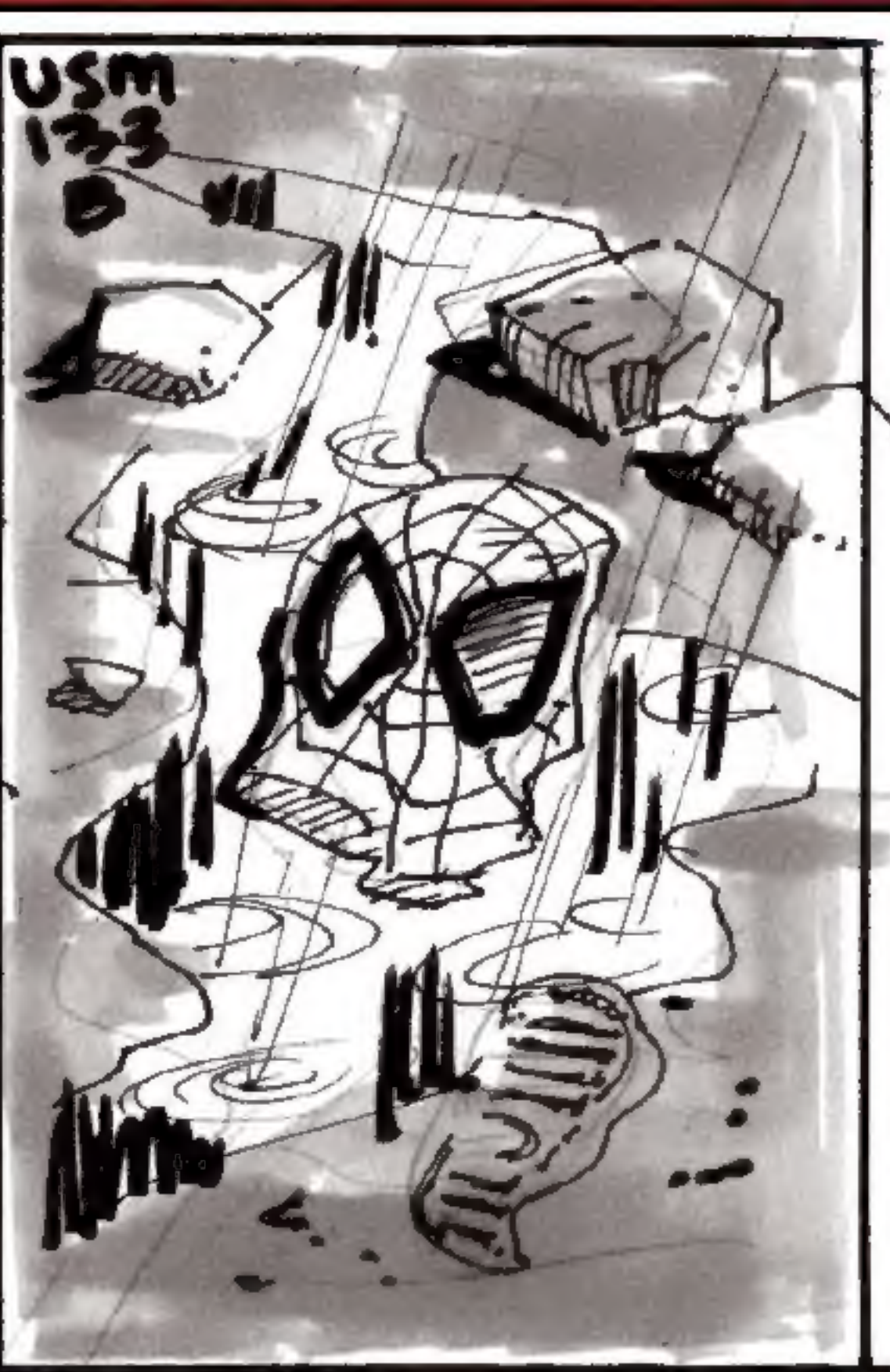
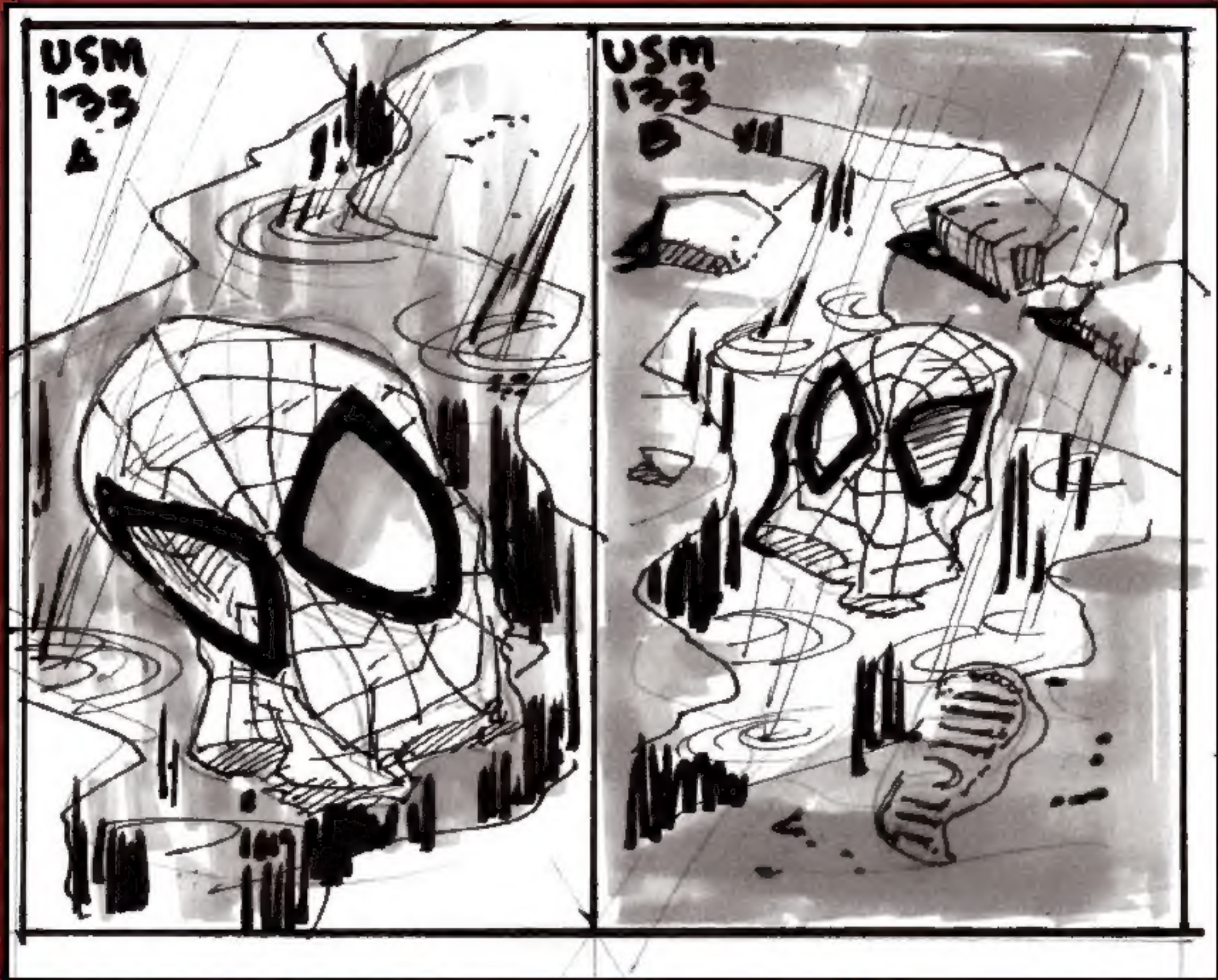
Ultimate Spider-Man #130



Ultimate Spider-Man #131



Ultimate Spider-Man #132



Ultimate Spider-Man #133

ULTIMATE SPIDER-MAN MEETS THE ULTIMATE END.



IT BEGINS WITH A BLESSEDLY NORMAL DAY FOR PETER PARKER. IT ENDS WITH A FINAL MOMENT THAT WILL LEAVE YOU WITHOUT WORDS.

Magneto has issued his Ultimatum to the world — and unleashed a tidal wave upon Manhattan that triggers a new epoch in the history of civilization. In the center of the maelstrom are New York City's most gallant defender and the family and friends that live — and die — beside him. This is the story of Aunt May, Mary Jane, Kitty Pryde, J. Jonah Jameson and the hero that looms over all their lives as they bear witness to the end times of the Ultimate Universe.

Featuring the Hulk, Spider-Woman, Doctor Strange and more, this volume recounts the final days of the series that rewrote the rulebook on comic-book action, adventure and humanity.

Collects Ultimate Spider-Man #129-133 and Ultimate Spider-Man Annual #3 — written by **Brian Michael Bendis** (Uncanny X-Men), and illustrated by **Stuart Immonen** (All-New X-Men) and **David Lafuente** (Patsy Walker, Hellcat).



MARVEL